

NATURAL RESOURCE PARTNERS LP  
Form 8-K  
September 17, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): September 13, 2013**

**(Date of Earliest Event Reported)**

**NATURAL RESOURCE PARTNERS L.P.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware  
(State or Other Jurisdiction  
of Incorporation)**

**001-31465  
(Commission  
File Number)**

**35-2164875  
(IRS Employer  
Identification No.)**

**601 Jefferson, Suite 3600**

**Houston, Texas**

**77002**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (713) 751-7507**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.  
Purchase Agreement**

On September 13, 2013, Natural Resource Partners L.P. and NRP Finance Corporation (together, the Issuers ) entered into a Purchase Agreement (the Purchase Agreement ) with Citigroup Global Markets Inc. as the representative of the several initial purchasers (collectively, the Initial Purchasers ), relating to the issuance and sale of \$300 million in aggregate principal amount of the Issuers' 9.125% senior unsecured notes due 2018 (the Notes ). The Notes were offered and will be sold in a transaction exempt from the registration requirements of the Securities Act of 1933, as amended (the Securities Act ). The Notes will be resold to qualified institutional buyers under Rule 144A of the Securities Act and outside the United States to non-U.S. persons in compliance with Regulation S of the Securities Act.

The Purchase Agreement contains customary representations and warranties of the parties and indemnification and contribution provisions under which the Issuers, on one hand, and the Initial Purchasers, on the other, have agreed to indemnify each other against certain liabilities, including liabilities under the Securities Act. The Issuers also agreed to enter into a registration rights agreement with holders of the Notes. A copy of the Purchase Agreement is filed as Exhibit 10.1 to this Current Report on Form 8-K ( Form 8-K ) and is incorporated herein by reference. The description of the Purchase Agreement in this report is a summary and is qualified in its entirety by the terms of the Purchase Agreement.

**Relationships**

Certain of the Initial Purchasers and certain of their affiliates have provided, and may in the future provide, various investment banking, commercial banking and other financial services to Natural Resource Partners L.P. and its subsidiaries, for which services they have received and may in the future receive customary fees. Affiliates of certain of the Initial Purchasers are lenders under NRP (Operating) LLC's revolving credit facility and term loan facility and will be repaid with a portion of the net proceeds of the offering of the Notes.

**Item 8.01 Other Events.**

On September 13, 2013, the Company issued a press release announcing the pricing of the Notes. A copy of the Company's press release is filed as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

The press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

- 10.1 Purchase Agreement dated September 13, 2013 by and among Natural Resource Partners L.P., NRP Finance Corporation and Citigroup Global Markets Inc.( as the representative of the several initial purchasers).
- 99.1 Press Release dated September 13, 2013.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 17, 2013

**Natural Resource Partners L.P.**

By: NRP (GP) LP  
Its General Partner

By: GP NATURAL RESOURCE PARTNERS LLC  
Its General Partner

By: /s/ Wyatt L. Hogan  
Name: Wyatt L. Hogan  
Title: Vice President and General Counsel