

NATURAL RESOURCE PARTNERS LP  
Form 8-K  
January 23, 2013

# 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): January 23, 2013

## NATURAL RESOURCE PARTNERS L.P.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

001-31465  
(Commission  
File Number)

35-2164875  
(I.R.S. Employer  
Identification No.)

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601 Jefferson, Suite 3600

Houston, Texas  
(Address of principal executive offices)

77002  
(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:

- .. 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 7.01. Regulation FD Disclosure.**

In accordance with General Instructions B.2. and B.6 of Form 8-K, the following information and the exhibits referenced therein are being furnished under Item 7.01 of Form 8-K and are not deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, are not subject to the liabilities of that section and are not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

On January 23, 2013, Natural Resource Partners L.P. announced via press release its acquisition of (1) a 48.51% general partner interest in OCI Wyoming L.P. and (2) 20% of the common shares and all of the preferred shares of OCI Wyoming Co. from subsidiaries of Anadarko Petroleum Corporation (NYSE:APC). A copy of the press release is attached hereto as Exhibit 99.1.

NRP will host a conference call with management at 10:00 a.m. EST, January 24, 2013 to discuss the acquisition. A copy of the slide presentation to be discussed on the call is attached hereto as Exhibit 99.2. The webcast and the slide presentation will also be available on NRP's website.

**Item 9.01 Financial Statements And Exhibits.**

**(c) Exhibits**

99.1 Press Release dated January 23, 2013.

99.2 Investor slide presentation

**SIGNATURES**

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

**NATURAL RESOURCE PARTNERS L.P.**  
(Registrant)

By: NRP (GP) LP  
its General Partner

By: GP Natural Resource Partners LLC  
its General Partner

/s/ Wyatt L. Hogan  
Wyatt L. Hogan  
Vice President and General Counsel

Dated: January 23, 2013