

NATURAL RESOURCE PARTNERS LP  
Form 8-K  
December 16, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OF 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): December 16, 2011**

**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.)

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**601 Jefferson, Suite 3600**

**Houston, Texas**  
(Address of principal executive offices)

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

**77002**  
(Zip code)

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

***Fifth Amended and Restated Agreement of Limited Partnership of NRP (GP) LP***

NRP (GP) LP, the general partner of Natural Resource Partners L.P. (the "General Partner"), entered into the Fifth Amended and Restated Agreement of Limited Partnership ("General Partner Partnership Agreement") to make such changes as were necessary to reflect a recent transfer of limited partnership interests in the General Partner from New Gauley Coal Corporation and NRP Investment L.P. to Western Pocahontas Properties Limited Partnership.

The foregoing description of the General Partner Partnership Agreement does not purport to be complete and is qualified in its entirety by reference to the complete text of such agreement, a copy of which is filed as Exhibit 3.1 to this Current Report and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibit

3.1 Fifth Amended and Restated Agreement of Limited Partnership of NRP (GP) LP, dated as of December 16, 2011.

**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

Dated: December 16, 2011

By: /s/ Wyatt L. Hogan  
Wyatt L. Hogan  
Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

- (d) Exhibit
- 3.1 Fifth Amended and Restated Agreement of Limited Partnership of NRP (GP) LP, dated as of December 16, 2011.