

NATURAL RESOURCE PARTNERS LP  
Form 8-K  
August 22, 2012

**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): **August 21, 2012**

**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**

(Former name or former address, if changed since last report.)

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 2.01. Completion of Acquisition or Disposition of Assets.**

On August 21, 2012, NRP completed its final acquisition of coal reserves at the Deer Run mine near Hillsboro, Illinois for \$40 million from Colt LLC, an affiliate of the Cline Group. The acquisition was funded through the partnership's credit facility. With this final acquisition, NRP has now completed the \$255 million acquisition of approximately 200 million tons of reserves related to the Deer Run mine. The Deer Run mine is located Montgomery and Bond Counties, Illinois and the coal reserves are leased to the mining company Hillsboro Energy, an affiliate of the Cline Group.

A copy of the press release announcing the transaction is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

(d) Exhibits.

| <b>EXHIBIT NUMBER</b> | <b>DESCRIPTION</b>                   |
|-----------------------|--------------------------------------|
| 99.1                  | Press Release dated August 22, 2012. |

**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.

**Natural Resource Partners L.P.**

**By: NRP (GP) LP,  
its general partner**

**By: GP Natural Resource Partners LLC,  
its general partner**

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

August 22, 2012