

NATURAL RESOURCE PARTNERS LP  
Form 8-K  
February 12, 2015

**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): February 11, 2015**

**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.)**

**601 Jefferson, Suite 3600**

**77002**

**Houston, Texas**

**(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:

- .. 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 2.02. Results of Operations and Financial Condition.**

In accordance with General Instruction B.2. of Form 8-K, the following information and the exhibit referenced therein are being furnished pursuant to Item 2.02 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, or the Securities Exchange Act of 1934, as amended.

On February 12, 2015, Natural Resource Partners L.P. ( NRP ) announced via press release its earnings and operating results for the year ended December 31, 2014. A copy of NRP 's press release is attached hereto as Exhibit 99.1.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

As previously disclosed, on January 20, 2015, NRP announced that Kevin Wall will retire as Chief Operating Officer of GP Natural Resource Partners LLC, the general partner of the general partner of NRP ( GP LLC ), effective March 1, 2015.

On February 11, 2015, the Compensation, Nominating and Governance Committee of the Board of Directors of GP LLC determined that all of the outstanding phantom units granted pursuant to NRP 's Long-Term Incentive Plan and held by Mr. Wall as of March 1, 2015 will be vested as of such date. In accordance with the terms of the phantom units, Mr. Wall will receive for each phantom unit an amount in cash equal to the average closing price of NRP 's common units for the 20 trading days immediately preceding the vesting date, together with associated distribution equivalent rights.

**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 exhibit 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 February 12, 2015, NRP issued its guidance for 2015. A copy of the press release is attached hereto as Exhibit 99.1.

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

**(c) Exhibits**

99.1 Natural Resource Partners L.P. press release dated as of February 12, 2015.

**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/ Kathryn Wilson  
Kathryn Wilson  
Vice President and General Counsel

Dated: February 12, 2015