

NATURAL RESOURCE PARTNERS LP  
Form 8-K  
June 15, 2011

**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): June 15, 2011**

**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**  
**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))
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**Item 2.03. Creation of a Direct Financial Obligation.**

***Issuance of Senior Notes***

On June 15, 2011, NRP (Operating) LLC, a wholly owned subsidiary of Natural Resource Partners L.P., issued \$50 million of 5.03% Series J Senior Notes that mature on December 1, 2026. The senior notes were issued pursuant to the Fourth Supplement to Note Purchase Agreements, dated April 20, 2011. The proceeds from the issuance of the notes will be used to fund future acquisitions, including the remaining balance of the Hillsboro acquisition from the Cline Group.

The Fourth Supplement provides for the issuance of another \$50 million in senior notes in October 2011.

All tranches will have semi-annual interest payments beginning December 1, 2011 and equal annual principal payments starting December 1, 2014. The senior notes are unsecured and are guaranteed by subsidiaries of NRP Operating. Following are specifics on the four tranches of debt.

The Fourth Supplement to Note Purchase Agreements was filed as Exhibit 4.1 to the Current Report on Form 8-K on April 21, 2011. The form of Series J Senior Note is attached to this Form 8-K as Exhibit 4.1. The press release announcing the issuance of the notes is attached to this Form 8-K as Exhibit 99.1.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

**(c) Exhibits**

4.1 Form of Series J Note

99.1 Natural Resource Partners L.P. press release dated as of April 20, 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

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

Dated: June 15, 2011