

NATURAL RESOURCE PARTNERS LP

Form 8-K

March 11, 2004

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**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

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

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Date of Report (Date of Earliest Event Reported): March 10, 2004

**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  
(IRS 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

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Item 7. Financial Statements and Exhibits.

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EXHIBIT INDEX

Underwriting Agreement

Opinion of Vinson & Elkins L.L.P.

Opinion of Vinson & Elkins L.L.P.

Press Release of the Partnership

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**Item 5. Other Events.**

On March 10, 2004, Natural Resource Partners L.P. (the Partnership ) entered into an underwriting agreement with Citigroup Global Markets Inc.; Lehman Brothers Inc.; A.G. Edwards & Sons, Inc.; UBS Securities LLC; Wachovia Capital Markets, LLC; Sanders Morris Harris Inc; Friedman, Billings, Ramsey & Co., Inc. and RBC Capital Markets Corporation in connection with the issuance and sale by the Partnership of 5,250,000 common units. The underwriters were also granted an option to purchase up to an additional 787,500 common units. On March 11, 2004, the Partnership issued a press release related to the offering, which is attached as Exhibit 99.1 to, and incorporated by reference in, this Form 8-K.

**Item 7. Financial Statements and Exhibits.**

Each exhibit identified below is filed as part of this report:

Exhibit 1.1	Underwriting Agreement dated as of March 10, 2004 by and among the Partnership and the underwriters named therein
Exhibit 5.1	Opinion of Vinson & Elkins L.L.P. as to the legality of the securities registered
Exhibit 8.1	Opinion of Vinson & Elkins L.L.P. as to certain tax matters
Exhibit 23.1	Consent of Vinson & Elkins L.L.P. (included in Exhibits 5.1 and 8.1)
Exhibit 99.1	Press Release dated March 11, 2004

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Partnership 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

Date: March 11, 2004

By: /s/ Wyatt L. Hogan

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Wyatt L. Hogan  
Vice President and General Counsel

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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