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NATURAL RESOURCE PARTNERS LP

Form 8-K March 17, 2004

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): MARCH 16, 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)

601 JEFFERSON, SUITE 3600
HOUSTON, TEXAS
(Address of principal executive offices)

770

35-21

(Zip

(I.R.S.

Identifica

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

ITEM 5. OTHER EVENTS.

Natural Resource Partners has filed a press release announcing the closing of its public offering of 5,250,000 common units and the resignation of David B. Peugh from its Board of Directors as Exhibit 99.1 to this Form 8-K.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit No. Description

99.1 Press release dated March 16, 2004

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

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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: March 16, 2004

EXHIBIT INDEX

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