

NATURAL RESOURCE PARTNERS LP

Form 8-A12B

June 28, 2005

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**NATURAL RESOURCE PARTNERS L.P.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State of Incorporation or Organization)

**35-2164875**  
(IRS Employer Identification No.)

**601 Jefferson, Suite 3600  
Houston, Texas 77002**  
(Address of Principal Executive Offices and Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-86582.

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class<br>To Be So Registered                       | Name Of Each Exchange On Which<br>Each Class Is To Be Registered |
|--|--|
| Subordinated units representing limited<br>partnership interests | New York Stock Exchange  |

Securities to be registered pursuant to Section 12(g) of the Act:

None  
(Title of Class)

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### Item 1. Description of Registrant's Securities to be Registered.

The class of securities to be registered hereby are the subordinated units representing limited partnership interests (the Subordinated Units), of Natural Resource Partners L.P., a Delaware limited partnership (the Company).

A description of the Company's Subordinated Units will be set forth under the captions Cash Distributions, Description of Our Units and Material Tax Consequences in the prospectus to be filed by the Company pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which prospectus will constitute a part of the Company's Registration Statement on Form S-3 (Registration No. 333-126186), as amended, (the Form S-3 Registration Statement), initially filed with the Securities and Exchange Commission on June 28, 2005. Such prospectus, in the form in which it is so filed, shall be deemed to be incorporated herein by reference.

### Item 2. Exhibits.

The following exhibits to this Registration Statement on Form 8-A are incorporated by reference to the documents specified, which have been filed with the Securities and Exchange Commission.

#### Exhibit No. Description

1. Company's Form S-3 Registration Statement, (Registration No. 333-126186), as filed with the Securities and Exchange Commission on June 28, 2005 incorporated herein by reference.
2. Certificate of Limited Partnership of the Company, dated as of April 9, 2002 (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1, dated April 19, 2002, File No. 333-86582).
3. First Amended and Restated Agreement of Limited Partnership of the Company, dated as of October 17, 2002 (incorporated by reference to Exhibit 3.2 to the Annual Report on Form 10-K for the year ended December 31, 2002, File No. 001-31465).
4. Amendment No. 1 to the First Amended and Restated Agreement of Limited Partnership of the Company, dated as of December 8, 2003 (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-3, dated December 23, 2003, File No. 333-111532).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

NATURAL RESOURCE PARTNERS L.P.

By: NRP (GP) LP  
Its General Partner

By: GP Natural Resource Partners LLC  
Its General Partner

Date: June 28, 2005

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