

**UNITED STATES
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 1, 2018**

WESTMORELAND RESOURCE PARTNERS, LP
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-34815
(Commission
File Number)

77-0695453
(I.R.S. Employer
Identification No.)

**9540 South Maroon Circle,
Suite 300
Englewood, CO**
(Address of Principal Executive Offices)

80112
(Zip Code)

Registrant's telephone number, including area code: **(855) 922-6463**

(Former Name or Former Address, if Changed Since Last Report)

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 (*see* General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On February 1, 2018, Westmoreland Resource Partners, LP (“Partnership”) and Westmoreland Resources GP, LLC, the general partner of the Partnership, received a letter (the "February 1 Letter") from Westmoreland Coal Company pertaining to Continued Renegotiation and Reservation of Rights re Provision of Shared Services. A copy of the February 1 Letter is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Letter from Westmoreland Coal Company to Westmoreland Resources GP, LLC and Westmoreland Resource Partners, LP dated February 1, 2018

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WESTMORELAND RESOURCE PARTNERS, LP

Date: February 7, 2018

By: /s/ Samuel N. Hagreen

Samuel N. Hagreen
Corporate Secretary and
Associate General Counsel

February 1, 2018

WESTMORELAND RESOURCES GP, LLC
9540 South Maroon Circle, Suite 300
Englewood, Colorado 80112
Attention: Secretary

- and -

WESTMORELAND RESOURCE PARTNERS, LP
9540 South Maroon Circle, Suite 300
Englewood, Colorado 80112
Attention: Secretary

Re: Notice Regarding Continued Renegotiation and Reservation of Rights re Provision of Shared Services

Ladies and Gentlemen:

As you are aware, Westmoreland Coal Company (“WLB”) has for several months engaged in extensive discussions with the Conflicts Committee of the Board of Westmoreland Resources GP, LLC (the “GP”), Westmoreland Resource Partners, LP (“WMLP”), and WMLP’s term loan lenders regarding various iterations of a proposed restructuring transaction that would consensually transfer to the WMLP term loan lenders full ownership of the assets that are collateral for their term loans. As you also are aware, certain of these potential transactions also proposed to transfer consensually to the WMLP term loan lenders additional assets in which the WMLP term loan lenders presently do not have a security interest.

These negotiations included the terms upon which WLB would agree to continue to directly and/or indirectly support WMLP and the GP. The GP currently provides shared services to WMLP pursuant to that certain Services Agreement, dated as of January 1, 2015 (as amended, supplemented, amended and restated or otherwise modified from time to time, the “Services Agreement”). Unfortunately, these negotiations have not yet resulted in an agreement.

Despite the foregoing, WLB hereby informs the GP and WMLP that WLB intends to continue pursuing value maximizing transactions for all relevant stakeholders, including through continued renegotiation towards market terms and conditions underlying provision of such shared services. And if a mutually agreeable resolution of this continued renegotiation is not reached by June 1, 2018, this letter reserves all rights regarding the scope of employees and/or services that WLB is presently providing to the GP and/or WMLP, with respect to WMLP’s operations and activities. Although WLB is not a party to the Services Agreement, WLB is providing this notice 120 days in advance of June 1, 2018, consistent with the notice period expressly set forth in Section 5.4 of the Services Agreement.

However, and to be clear, if circumstances warrant, WLB is willing to continue to provide services and employees beyond June 1, 2018, if doing so will facilitate value-maximizing transactions for all relevant stakeholders. Furthermore, during this 120-day period, WLB remains committed to continuing negotiations with all parties towards the collective goal of a consensual restructuring transaction—and WLB reserves all of its rights, claims, and defenses regarding this and any related matter(s).

[signature pages to follow]

Sincerely,

WESTMORELAND COAL COMPANY

By: /s/ Gary Kohn

Name: Gary Kohn

Title: Chief Financial Officer