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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 9, 2018**

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**WESTMORELAND RESOURCE PARTNERS, LP**

(Exact Name of Registrant as Specified in Charter)

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**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)

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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.

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**Item 1.03. Bankruptcy or Receivership.**

On October 9, 2018 (the “Petition Date”), Westmoreland Coal Company (“WCC”), certain of its subsidiaries, including Westmoreland Resource Partners, LP (the “Company”) and the Company’s wholly owned subsidiaries (collectively, the “Debtors”), filed voluntary petitions (the “Bankruptcy Petitions”) for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”). The Debtors have filed a motion with the Bankruptcy Court seeking to jointly administer all of the Debtors’ chapter 11 cases (the “Chapter 11 Cases”) under the caption *In re Westmoreland Coal Company, et al.* The Debtors will continue to operate their businesses as “debtors-in-possession” under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Bankruptcy Court. The Debtors have filed a series of first day motions with the Court that seek authorization to continue to conduct their business without interruption. These motions are designed primarily to minimize the effect of bankruptcy on the Debtors’ operations, customers and employees.

The Company expects ordinary-course operations to continue substantially uninterrupted during and after the consummation of the Chapter 11 Cases. Employees should expect no change in their daily responsibilities and to be paid in the ordinary course of business.

**Item 2.04. Triggering Events that Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.**

The filing of the Chapter 11 Cases described above in Item 1.03 constitutes an event of default that accelerated the Debtors’ respective obligations under that certain Financing Agreement, dated as of December 31, 2014, by and among Oxford Mining Company, LLC and the other borrowers thereto, the Company and certain of its subsidiaries as guarantors thereto, and the lenders, collateral agent and administrative agent thereto, as amended (the “Financing Agreement”). The Financing Agreement provides that as a result of the Chapter 11 Cases the principal and interest due thereunder shall be immediately due and payable. Any efforts to enforce such payment obligations under the Financing Agreement are automatically stayed as a result of the Chapter 11 Cases, and the creditors’ rights of enforcement in respect of the Financing Agreement are subject to the applicable provisions of the Bankruptcy Code.

**Item 7.01. Regulation FD Disclosure.**

As discussed above, WCC, the parent of the Company’s general partner, filed a voluntary petition for reorganization under the Bankruptcy Code with the Bankruptcy Court. In connection with the filing of the Chapter 11 Cases, the Company and WCC issued a joint press release on October 9, 2018, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Additional information about the Chapter 11 Cases, court filings and other documents related to the Chapter 11 Cases are available on a website administered by the Debtors’ claims and noticing agent, Donlin Recano & Company, Inc., at <https://www.donlinrecano.com/westmoreland>.

The information included in this Current Report on Form 8-K under Item 7.01 and Exhibit 99.1 is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to liabilities of that Section, unless the registrant specifically states that the information is to be considered “filed” under the Exchange Act or incorporates it by reference into a filing under the Exchange Act or the Securities Act of 1933, as amended.

**Item 8.01. Other Events.**

The Company cautions that trading in its securities during the pendency of the Chapter 11 Cases is highly speculative and poses substantial risks. Trading prices for the Company’s securities may bear little or no relationship to the actual recovery, if any, by holders of the Company’s securities in the Chapter 11 Cases.

### Forward-Looking Statements

This Current Report on Form 8-K and the accompanying exhibits contain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The statements in this Report and the Exhibits that are not historical facts are forward-looking statements. Forward-looking statements are typically identified by use of terms such as “may,” “will,” “could,” “should,” “expect,” “plan,” “project,” “intend,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “pursue,” “target” or “continue,” the negative of such terms or other comparable terminology, although some forward-looking statements may be expressed differently.

These forward-looking statements relate, in part, to the risks and uncertainties relating to the ability of the Company to continue as a going concern; the relief requested in the first day motions, any sale and any plan of reorganization of the Company; the ability of the Debtors to develop and consummate one or more plans of reorganization with respect to the Chapter 11 Cases; the Bankruptcy Court’s rulings in the Chapter 11 Cases and the outcome of the Chapter 11 Cases in general; the length of time the Debtors will operate under the Chapter 11 Cases; risks associated with third-party motions in the Chapter 11 Cases, which may interfere with the Debtors’ ability to develop and consummate one or more plans of reorganization once such plans are developed; the potential adverse effects of the Chapter 11 Cases on the Debtors’ liquidity, results of operations or business prospects; the ability to execute the Company’s business and restructuring plan; increased legal costs related to the Chapter 11 Cases and other litigation and the inherent risks involved in a bankruptcy process; and the additional risks and uncertainties that are described in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, as amended, as well as in other reports filed from time to time by the Company with the Securities and Exchange Commission.

All forward-looking statements speak only as of the date of this Current Report on Form 8-K. We do not intend to publicly update or revise any forward-looking statements as a result of new information, future events or otherwise, except as required by law. These cautionary statements qualify all forward-looking statements attributable to us or persons acting on our behalf.

### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#"><u>Joint Press Release</u></a>

**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: October 9, 2018

By: /s/ Samuel N. Hagreen

Samuel N. Hagreen

Corporate Secretary and Associate General Counsel



## **Westmoreland Enters into Restructuring Support Agreement with Members of Ad Hoc Lending Group; WMLP Simultaneously Files Chapter 11 to Sell Assets**

Westmoreland Files Pre-Arranged Chapter 11 to Right-Size Capital Structure

**Englewood, CO** – October 09, 2018 – Westmoreland Coal Company (“Westmoreland” or “the Company”) (OTCMKTS: WLBA) announced today it has entered into a restructuring support agreement (“RSA”) with members of an ad hoc group of lenders (the “Ad Hoc Group”) that hold approximately 76.1% of the Company’s term loan, approximately 57.9% of its senior secured notes, and approximately 79.1% of its bridge loan. To implement the RSA, Westmoreland today filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the U.S. Bankruptcy Court for the Southern District of Texas, Houston Division.

In addition, Westmoreland affiliate Westmoreland Resource Partners, LP (NYSE: WMLP) (“WMLP”) simultaneously filed for relief under chapter 11 of the Bankruptcy Code in the U.S. Bankruptcy Court for the Southern District of Texas, Houston Division. WMLP has agreed to terms with its secured creditors on the use of cash collateral to fund WMLP’s normal course operations and allow WMLP to serve its customers during the course of WMLP’s chapter 11 case. WMLP intends to continue working constructively with an ad hoc group of its secured lenders (the “WMLP Ad Hoc Group”) in connection with a value-maximizing sale and marketing process that began prior to the commencement of WMLP’s chapter 11 case.

Westmoreland’s Canadian entities and Westmoreland Risk Management, Inc. are excluded from the voluntary petitions. Westmoreland’s operations in the U.S. and Canada are cash flow positive and liquidity from operations combined with the Company’s Debtor-In-Possession (“DIP”) financing is sufficient to continue operating its mines in the normal course of business, without any expected impact to current output levels. Importantly, Westmoreland anticipates no staff reductions as a result of the restructuring announcement.

“After months of thoughtful and productive conversations with our creditors, we have developed a plan that allows Westmoreland to operate as usual while positioning Westmoreland for long-term success,” said Michael Hutchinson, Westmoreland’s Interim Chief Executive Officer. “We will continue to work constructively with the Ad Hoc Group and serve our customers in the normal course as we progress through an expedited process to restructure our long-term debt and other liabilities. Our goal is to emerge as a stronger Westmoreland, better positioned to grow and thrive. We appreciate the ongoing support of our business partners, customers and creditors throughout this process. In addition, we thank our passionate Westmoreland team members for their tireless dedication and commitment to building a stronger Westmoreland.”

In support of the RSA, Westmoreland launched a business transformation aimed at significantly increasing cash flow for all operational and support areas of the business. Initiatives identified by Westmoreland are expected to yield significant annual run rate savings from operational, commercial and overhead efficiencies.

### **RSA Terms and DIP Financing**

The RSA provides that the \$90 million outstanding under the Company’s existing \$110 million bridge loan facility, which it entered into in May 2018 (the “Bridge Loan”), will be refinanced with a new \$110 million DIP facility, of which \$90 million has been drawn, subject to Bankruptcy Court approval. The DIP financing and cash flow from operations are expected to provide adequate liquidity to support Westmoreland’s U.S. and Canadian business throughout the restructuring process. The superpriority non-amortizing DIP facility bears interest at the same rate as the Bridge Loan.

Under the RSA, the Ad Hoc Group has agreed to act as a stalking horse bidder to acquire substantially all of Westmoreland’s business assets. Separately, WMLP will continue its sale process.

The RSA addresses Westmoreland's liabilities, including funded debt and other obligations, and provides the means for it to continue operating in the normal course of business. For additional information, please refer to the Company's current report on Form 8-K filed along with this announcement.

Both Westmoreland and WMLP have filed "first day" motions with the Bankruptcy Court. When granted, these motions will enable day-to-day operations, regular payment of employee wages and benefits, and payment to key trade creditors for goods and services provided on or after the filing date to continue as usual.

Additional information on the process, including court filings and information about the claims process, is available at [www.donlinrecano.com/westmoreland](http://www.donlinrecano.com/westmoreland) or through Westmoreland's dedicated restructuring hotline at (800) 499-8519.

Kirkland & Ellis LLP is acting as legal counsel to Westmoreland; Centerview Partners LLC is acting as investment banker and financial advisor; Alvarez & Marsal is acting as restructuring adviser; and McKinsey Recovery & Transformation Services U.S., LLC is acting as an operational advisor. Jones Day is acting as legal counsel and Lazard Freres is acting as investment banker to the Conflicts Committee of the board of directors of Westmoreland Resource Partners, GP, general partner of WMLP.

### **About Westmoreland Coal Company**

Westmoreland Coal Company (OTCMKTS: WLBA) is the oldest independent coal company in the United States. Westmoreland's coal operations include surface coal mines in the United States and Canada, underground coal mines in Ohio and New Mexico, a char production facility, and a 50% interest in an activated carbon plant. Westmoreland also owns the general partner of and a majority interest in Westmoreland Resource Partners, LP, a publicly-traded coal master limited partnership. For more information, visit [www.westmoreland.com](http://www.westmoreland.com).

### **About Westmoreland Resource Partners, LP**

Westmoreland Resource Partners, LP is a low-cost producer of high-value thermal coal. It markets its coal primarily to large electric utilities with coal-fired, base-load scrubbed power plants under long-term coal sales contracts. For more information about Westmoreland Resource Partners, LP (NYSE: WMLP), please visit [www.westmorelandmlp.com](http://www.westmorelandmlp.com).

### **Forward Looking Statements**

This release contains forward-looking statements about Westmoreland and WMLP. The companies claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements neither of historical fact nor guarantees or assurances of future performance. Because forward-looking statements related to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and could cause actual future events and results to differ materially from those expressed in the forward-looking statements. Forward-looking statements include, but are not limited to, statements regarding: the expected beneficial outcomes of the filing for relief under chapter 11 of the U.S. Bankruptcy Code or other restructuring process transactions; asset sales; first day motions; the RSA; DIP financing; the future position of the companies; and the outcomes of the transformation initiative. These and other forward-looking statements regarding Westmoreland's and WMLP's business outlook are based on Westmoreland's and WMLP's current expectations and assumptions regarding their businesses, the economy, demand for their products, success in completing their transformation and restructuring processes, and other future conditions. These risk factors, and others, are included in reports on file with the Securities and Exchange Commission for Westmoreland and WMLP. Westmoreland and WMLP caution you against relying on any of these forward-looking statements. Westmoreland and WMLP undertake no obligation to publicly update or revise any forward-looking statements.

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