

---

---

**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): March 14, 2019**

---

**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 7.01 Regulation FD Disclosure**

On March 14, 2019, Westmoreland Resource Partners, LP (the “Partnership”) issued a press release announcing that, as of one minute after 11:59 p.m. Eastern Time, on March 13, 2019, the expiration time of the previously announced tender offer by Westmoreland Coal Company and its affiliate Westmoreland Coal Company Asset Corporation (together, “Westmoreland”) to acquire all of the outstanding common units representing limited partner interests in the Partnership (the “Common Units”) not currently owned by Westmoreland or its affiliates, 182,448 Common Units were validly tendered and accepted for purchase by Westmoreland. A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information furnished pursuant to this Item 7.01, including Exhibit 99.1 furnished herewith, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall such information be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#"><u>Press Release dated March 14, 2019</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: March 14, 2019

By: /s/ Jennifer S. Grafton  
Jennifer S. Grafton  
Chief Legal Officer, Chief Administrative Officer and Secretary



---

**Westmoreland Coal Company and Westmoreland Resource Partners, LP Announce Expiration of Tender Offer to Purchase Common Units of Westmoreland Resource Partners, LP**

**Englewood, CO** – March 14, 2019 – Westmoreland Coal Company (“Westmoreland”) (OTCMKTS: WLBAQ) and Westmoreland Resource Partners, LP (“WMLP” and, together with Westmoreland, the “Company”) (OTCMKTS: WMLPQ), today announced that as of one minute after 11:59 p.m. Eastern Time, on March 13, 2019 (the “Expiration Time”), 182,448 common units representing limited partner interests in WMLP (“Common Units”) were validly tendered and accepted for purchase by Westmoreland Coal Company Asset Corporation, a wholly owned subsidiary of Westmoreland, in Westmoreland’s previously announced tender offer (the “Offer”).

Upon purchase of the tendered Common Units, Westmoreland will own 182,448 Common Units, representing 14.2% of the outstanding WMLP Common Units, which together with the equity securities of WMLP that are convertible into Common Units owned by Westmoreland, represents an approximately 95.2% beneficial limited partner interest in WMLP on an as converted basis.

**Important Information**

This press release is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell securities. Holders of Common Units are advised to read the combined Tender Offer Statement on Schedule TO and Transaction Statement on Schedule 13E-3, as amended, Westmoreland’s Offer to Purchase, as amended, WMLP’s Solicitation/Recommendation Statement on Schedule 14D-9 and other documents relating to the tender offer that have been or will be filed with the Securities and Exchange Commission (the “SEC”) because they contain important information. Unitholders may also obtain copies of the offer to purchase and related materials, when and as filed with the SEC, without charge from Westmoreland or by written or oral request directed to Broadridge Corporate Issuer Solutions, Inc. at (855) 793-5068.

**About Westmoreland Coal Company**

Westmoreland Coal Company 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, please visit [www.westmorelandmlp.com](http://www.westmorelandmlp.com).

For additional information contact:

Brian Schaffer  
[bschaffer@prosek.com](mailto:bschaffer@prosek.com)  
(646) 503-5971

Or

Kristin Cole  
[kcole@prosek.com](mailto:kcole@prosek.com)  
(310) 652-1411