

ALLIANCE RESOURCE PARTNERS LP  
Form 8-K  
October 27, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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 25, 2005**

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**ALLIANCE RESOURCE PARTNERS, L.P.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**Commission File No.: 0-26823**

**73-1564280**  
(IRS Employer  
Identification No.)

**1717 South Boulder Avenue, Suite 600, Tulsa, Oklahoma 74119**

(Address of principal executive offices and zip code)

**(918) 295-7600**

**(Registrant's telephone number, including area code)**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- .. 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))
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**ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

In accordance with General Instruction B.2. of Form 8-K, the following information and the exhibits referenced therein is being furnished pursuant to Item 2.02 of Form 8-K and is not deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

On October 26, 2005, the Partnership announced via press release its earnings and operating results for the quarter ended September 30, 2005. A copy of the Partnership's press release is attached hereto as Exhibit 99.1.

**ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE OF FISCAL YEAR**

On October 25, 2005, Alliance Resource Partners, L.P. (the Partnership) adopted the Second Amended and Restated Agreement of Limited Partnership of Alliance Resource Partners, L.P. (the Partnership Agreement), which amends and restates the First Amended and Restated Agreement of Limited Partnership of the Partnership, as amended. The effective date of the Partnership Agreement is September 15, 2005. The Partnership Agreement amends and restates the provisions of the First Amended and Restated Agreement of Limited Partnership of the Partnership, as amended, to reflect the various numerical changes to the Partnership Agreement resulting from the two-for-one split of the Partnership's common units approved by the Partnership's managing general partner on July 26, 2005, having a record date of September 2, 2005 and a payment date of September 15, 2005. A copy of the Partnership Agreement is attached to this Form 8-K as Exhibit 3.1.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

**(c) Exhibits**

- 3.1 The Second Amended and Restated Agreement of Limited Partnership of Alliance Resource Partners, L.P.
- 99.1 Alliance Resource Partners, L.P. press release dated as of October 26, 2005.

**SIGNATURES**

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, thereunto duly authorized.

**Alliance Resource Partners, L.P.**

By: Alliance Resource Management GP, LLC,  
its managing general partner

By: /s/ Joseph W. Craft III

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Joseph W. Craft III  
*President and Chief Executive Officer*

Date: October 27, 2005