As filed with the Securities and Exchange Commission on August 24, 2022

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3 NO. 333-233220

### REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

# DORCHESTER MINERALS, L.P.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization) 81-0551518 (I.R.S. Employer Identification Number)

3838 Oak Lawn Avenue, Suite 300 Dallas, Texas 75219 (214) 559-0300

(Address, including zip code, and telephone number, including area code, of registrants' principal executive offices)

William Casey McManemin 3838 Oak Lawn Avenue, Suite 300 Dallas, Texas 75219 (214) 559-0300

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Jesse E. Betts Akin Gump Strauss Hauer & Feld LLP 2300 N. Field Street, Suite 1800 Dallas, Texas 75201 (214) 969-2779

#### APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:

Not applicable. Removal from registration of securities that were not sold pursuant to this registration statement.

If the only securities being regis	stered on this Form are	being offered pursual	nt to dividend or interest r	einvestment plans, pl	lease check the following box. $\square$

If this Form is filed to register additional securities for an offering pursuant to Rule $462(b)$ under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. $\Box$ If this Form is a post-effective amendment filed pursuant to Rule $462(c)$ under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. $\Box$					
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If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule $462(e)$ under the Securities Act, check the following box. $\Box$					
If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. $\Box$					
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):					
Large accelerated filer □ Accelerated filer □					
Non-accelerated filer					
Emerging growth company $\Box$					

#### **DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment relates to the following Registration Statement on Form S-3 (the "<u>Registration Statement</u>"), originally filed by Dorchester Minerals, L.P., a Delaware limited partnership (the "<u>Partnership</u>"), with the Securities and Exchange Commission:

• Registration Statement No. 333-233220, filed on Form S-3 on August 12, 2019 (as amended on August 15, 2019) and declared effective on August 21, 2019, pertaining to the registration of common units representing limited partner interests.

The Partnership has terminated all offerings of securities pursuant to the Registration Statement. In accordance with an undertaking made by the Partnership in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that had been registered which remain unsold at the termination of such offering, the Partnership hereby removes from registration all of such securities registered but unsold under the Registration Statement.

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has duly caused this post-effective amendment to the Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Dallas, State of Texas on August 24, 2022.

#### DORCHESTER MINERALS, L.P.

By: Dorchester Minerals Management LP,

Its general partner

By: Dorchester Minerals Management GP LLC,

Its general partner

By: /s/ William Casey McManemin

Name: William Casey McManemin

Title: Chairman, Chief Executive Officer and Manager

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ William Casey McManemin William Casey McManemin	Chairman, Chief Executive Officer and Manager (Principal Executive Officer)	August 24, 2022
/s/ Leslie A. Moriyama Leslie A. Moriyama*	Chief Financial Officer (Principal Financial and Accounting Officer)	August 24, 2022
* H.C. Allen, Jr.	Manager	August 24, 2022
* Allen D. Lassiter	Manager	August 24, 2022
* Martha Ann Peak Rochelle	Manager	August 24, 2022
* James E. Raley	Vice Chairman and Manager	August 24, 2022
* C.W. Russell	Manager	August 24, 2022
* Ronald P. Trout	Manager	August 24, 2022
* Robert C. Vaughn	Manager	August 24, 2022
*By: /s/ William Casey McManemin William Casey McManemin		

Attorney-in-Fact