

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): **November 29, 2017**

DORCHESTER MINERALS, L.P.
(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>000-50175</u> (Commission File Number)	<u>81-0551518</u> (IRS Employer Identification No.)
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3838 Oak Lawn, Suite 300, Dallas, Texas 75219
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (214) 559-0300

N/A
(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 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

As previously reported, Buford P. Berry, an independent manager on the board of managers (the “Board”) of Dorchester Minerals Management GP LLC (the “General Partner”), the general partner of the general partner of Dorchester Minerals, L.P. (the “Partnership”) passed away on October 2, 2017. The resulting vacancy on the Board has been filled by the appointment of Mr. Allen D. Lassiter, effective November 29, 2017. The Board consists of five managers appointed by its members, in accordance with the Amended and Restated Limited Liability Company Agreement of DMMGP, and three independent managers. Vaughn Petroleum (DMLP), LLC, the member of DMMGP that previously caused the Partnership to nominate Buford P. Berry for election to the Board, has appointed Mr. Lassiter to succeed Mr. Berry as an independent manager until the Partnership’s next annual unitholders’ meeting. Mr. Lassiter has been appointed to serve on the Advisory Committee of the Board, which functions as the audit committee and compensation committee. In connection with Mr. Lassiter’s appointment to the Board, he will enter into the Partnership’s standard indemnity agreement, a form of which is incorporated by reference as Exhibit 99.1 hereto (the “Indemnity Agreement”). A description of the Indemnity Agreement is set forth in Item 5 of Part II of the Registrant’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2004, filed with the Securities and Exchange Commission on August 4, 2004, and incorporated herein by reference.

Item 7.01 Regulation FD Disclosure

On November 29, 2017, the Partnership issued the press release attached hereto as Exhibit 99.2, which is incorporated herein by reference.

Limitation on Incorporation by Reference:

In accordance with general instruction B.2 of Form 8-K, the information in this Item 7.01 and Exhibit 99.2 is furnished pursuant to Item 7.01 and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 [Form of Indemnity Agreement \(incorporated by reference to Exhibit 10.1 to Dorchester Minerals’ Report on Form 10-Q for the quarter ended June 30, 2004\)](#)

99.2 [Press Release by Dorchester Minerals, L.P. dated November 29, 2017](#)

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 hereunto duly authorized.

DORCHESTER MINERALS, L.P.

Registrant

by Dorchester Minerals Management LP
its General Partner,

by Dorchester Minerals Management GP LLC
its General Partner

Date: November 29, 2017

By: /s/ William Casey McManemin

William Casey McManemin

Chairman and Chief Executive Officer

NEWS RELEASE

Dorchester Minerals, L.P.

Release Date: November 29, 2017

3838 Oak Lawn Ave., Suite 300

Dallas, Texas 75219-4541

Contact: Casey McManemin

(214) 559-0300 telephone

(214) 559-0301 facsimile

DORCHESTER MINERALS, L.P. ANNOUNCES CHANGE IN BOARD OF MANAGERS

DALLAS, TEXAS -- Dorchester Minerals, L.P. announced today the appointment of Mr. Allen D. Lassiter as an Independent Manager to serve on the Advisory Committee until our Annual Meeting in May 2018, when he is eligible for election by our unitholders.

Mr. Lassiter currently serves as Vice Chairman – Investment Banking at Raymond James and Associates, Inc., an investment banking firm. Mr. Lassiter previously served as Managing Director and Energy Group Head at Raymond James, Managing Director and Group Head of Southwest Investment Banking for Kemper Securities Inc. and in various positions, including Managing Director and Energy Investment Banking Group Co-Head at Smith Barney, Inc. Mr. Lassiter received a Bachelor of Arts degree from the University of North Carolina and a Master of Business Administration from The Wharton School of Finance at the University of Pennsylvania.

Dorchester Minerals, L.P. is a Dallas based owner of producing and non-producing crude oil and natural gas mineral, royalty, overriding royalty, net profits, and leasehold interests and its common units trade on the NASDAQ Global Select Market under the symbol DMLP.

FORWARD-LOOKING STATEMENTS

Portions of this document may constitute "forward-looking statements" as defined by federal law. Such statements are subject to certain risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. Examples of such uncertainties and risk factors include, but are not limited to, changes in the price or demand for oil and natural gas, changes in the operations on or development of the Partnership's properties, changes in economic and industry conditions and changes in regulatory requirements (including changes in environmental requirements) and the Partnership's financial position, business strategy and other plans and objectives for future operations. These and other factors are set forth in the Partnership's filings with the Securities and Exchange Commission.