

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of earliest event reported): January 31, 2003

DORCHESTER MINERALS, L.P.

(Exact name of Registrant as specified in its charter)

Delaware

000-50175

81-0551518

(State or other jurisdiction of
incorporation or organization)

Commission
File Number

(I.R.S. Employer
Identification No.)

3738 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, former address and former fiscal year,
if changed since last report)

Item 2. ACQUISITION OR DISPOSITION OF ASSETS.

On January 31, 2003, Dorchester Hugoton, Ltd. contributed assets to us and transferred certain assets to Dorchester Minerals Operating LP and then liquidated. Owners of overriding royalty interests ("ORRIs") in Republic Royalty Company ("Republic") contributed their Republic ORRIs to Republic, then Republic and Spinnaker Royalty Company, L.P. ("Spinnaker") contributed their working interest properties to Dorchester Minerals Operating LP and merged with us.

Item 5. OTHER EVENTS.

Dorchester Minerals, L.P. Unaudited Pro Forma Data

The following reflects unaudited pro forma data related to the combination discussed in Item 2. The unaudited pro forma combined data assumes the combination had taken place on September 30, 2002 with respect to the unaudited pro forma combined balance sheet and as of January 1, 2001 with respect to the unaudited pro forma combined statements of operations. For complete unaudited pro forma combined financial statements, see Item 7(b). The historical financial data of Republic, the Republic ORRIs and Spinnaker should be read in conjunction with the data below, see Item 7(a). In addition, the historical financial data of Dorchester Hugoton contained in Dorchester Minerals, L.P.'s Registration Statement on Form S-4 (333-882882) dated October 30, 2002, and Supplement No. 1 to the Registration Statement, dated December 13, 2002, should be read in conjunction with the data below.

Balance Sheet Data (September 30, 2002) (in thousands):

Total assets..... \$252,748

Statement of Operations Data (in thousands):

	Year Ended December 31, 2001	Nine Months Ended September 30, 2002
	-----	-----
Net Revenues.....	\$49,451	\$27,158
Depreciation, Depletion and Amortization.	\$24,753	\$20,271
Net Earnings	\$20,225	\$2,369

Item 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements of Businesses Acquired.

The following is hereby incorporated by reference to Dorchester Minerals,
L.P. Registration Statement on Form S-4, Registration No. 333-88282, dated
October 30, 2002, and Supplement No. 1 to the Registration Statement dated
December 13, 2002:

Republic Royalty Company and Affiliated Partnership

Independent Auditor's Report

Combined Balance Sheets, December 31, 2001 and 2000 and June 30, 2002
Combined Statements of Operations, Years ended December 31, 2001, 2000
and 1999 and the Six Month Periods ended June 30, 2002 and 2001
Combined Statements of Owners' Capital, Years ended December 31, 2001, 2000
and 1999 and the Six Month Periods ended June 30, 2002
Combined Statements of Cash Flows, Years ended December 31, 2001, 2000
and 1999 and the Six Month Periods ended June 30, 2002 and 2001
Notes to Combined Financial Statements

Combined Balance Sheets, September 30, 2002
Combined Statements of Operations, Nine Month Periods ended September 30,
2002 and 2001 (unaudited)
Combined Statements of Owners' Capital, Nine Month Periods ended
September 30, 2002 and 2001 (unaudited)
Combined Statements of Cash Flows, Nine Month Periods ended September 30,
2002 and 2001 (unaudited)
Notes to Combined Financial Statements

Republic Royalty Company-Unaffiliated Republic ORRIs Owners

Independent Auditor's Report

Balance Sheets, December 31, 2001 and 2000 and June 30, 2002
Statements of Operations, Years ended December 31, 2001, 2000 and 1999 and
the Six Month Periods ended June 30, 2002 and 2001
Statements of ORRIs Owners' Equity, Years ended December 31, 2001, 2000
and 1999 and the Six Month Periods ended June 30, 2002
Statements of Cash Flows, Years ended December 31, 2001, 2000 and 1999
and the Six Month Periods ended June 30, 2002 and 2001
Notes to Financial Statements

Balance Sheet, September 30, 2002
Statements of Operations, Nine Month Periods ended September 30, 2002
and 2001 (unaudited)
Statements of ORRI Owners' Equity, Nine Month Periods ended September 30,
2002 and 2001 (unaudited)
Statements of Cash Flows, Nine Month Periods ended September 30, 2002
and 2001 (unaudited)
Notes to Financial Statements

Spinnaker Royalty Company, L.P.

Independent Auditor's Report

Balance Sheets, December 31, 2001 and 2000 and June 30, 2002
Statements of Operations, Years ended December 31, 2001, 2000 and 1999
and the Six Month Periods ended June 30, 2002 and 2001
Statements of Partners' Capital, Years ended December 31, 2001, 2000
and 1999 and the Six Months Period ended June 30, 2002
Statements of Cash Flows, Years ended December 31, 2001, 2000 and 1999
and the Six Month Periods ended June 30, 2002 and 2001
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Balance Sheet, September 30, 2002
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and 2001 (unaudited)
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(b) Pro Forma Financial Information.

Index to Pro Forma Financial Information

Introduction to Pro Forma Financial Information
Unaudited Pro Forma Combined Balance Sheet at September 30, 2002
Unaudited Pro Forma Combined Statement of Operations for the Year Ended
December 31, 2001
Unaudited Pro Forma Combined Statement of Operations for the Nine Months
Ended September 30, 2002
Notes to Unaudited Pro Forma Combined Financial Information.

(c) Exhibits

- 2.1 Combination Agreement dated as of December 13, 2001 by and between Republic, Spinnaker, Dorchester, the Registrant and certain other parties.
- 2.2 Contribution Agreement dated as of December 13, 2001 by and between SAM Partners, Ltd., Vaughn Petroleum, Ltd., Smith Allen Oil & Gas, Inc., P.A. Peak, Inc., James E. Raley, Inc., Dorchester Minerals Management GP LLC, Dorchester Minerals Management LP.

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UNAUDITED PRO FORMA COMBINED FINANCIAL STATEMENTS OF DORCHESTER MINERALS, L.P.

The following unaudited pro forma combined financial information gives effect to the combination of Dorchester Hugoton, Ltd. ("Dorchester Hugoton"), Republic Royalty Company ("Republic") and affiliated partnership, owners of overriding royalty interests in Republic ("Republic ORRIs"), and Spinnaker Royalty Company, L.P. ("Spinnaker") (collectively, "the Combining Entities"), to be accounted for using the purchase method of accounting. The pro forma combined balance sheet has been prepared as if the combination occurred on September 30, 2002. The pro forma combined statements of operations for the nine months ended September 30, 2002 and for the year ended December 31, 2001 have been prepared as if the combination occurred on January 1, 2001.

The pro forma financial information is presented for illustrative purposes only and is not necessarily indicative of what the combined financial position or results of operations would actually have been if the combination had, in fact, occurred on those dates, or what the financial position or results of operations may be for any future date or period. This pro forma financial information is based upon the respective historical financial statements of the Combining Entities and related notes and should be read in conjunction with those statements and notes included in the Registration Statement filed on Form S-4 filed by Dorchester Minerals, L.P., dated October 30, 2002, and Supplement No. 1 to the Registration Statement, dated December 13, 2002.

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DORCHESTER MINERALS, L.P.
 UNAUDITED PRO FORMA COMBINED BALANCE SHEET
 SEPTEMBER 30, 2002
 (IN THOUSANDS)

Dorchester Republic Pro forma Pro forma Hugoton Republic ORRIs Spinnaker adjustments combined ---- ----- ----- -----	
----- Current assets:	
Cash and cash equivalents	
.....\$ 18,111 \$	
999 \$ -- \$ 597 \$ (19,707)	
b \$ -- Investment -	
available for sale	
4,083 -- -- -- (4,083) b	
-- Receivables	
.....	
1,880 3,159 2,803 1,184	
(3,665) a (633) b 4,728	
Prepaid expenses and other current assets	
..... 341 -- --	
-- (341) b -- -----	

----- Total	

	Dorchester Hugoton	Republic	Republic ORRIs	Spinnaker	Pro forma adjustments	Pro forma combined
Net operating revenues:						
Net profits interest.....	\$ --	\$ --	\$ --	\$ --	\$ 20,524 b	\$ 20,524
Natural gas sales.....	27,153	--	--	--	(27,153) b	--
Royalties.....	--	2,549	15,218	10,871	--	28,638
Lease bonus.....	--	22	128	34	--	184
Other.....	192	49	291	39	(466) b	105
Production payment.....	(566)	--	--	--	566 b	--
Total net operating revenues	26,779	2,620	15,637	10,944	(6,529)	49,451
Cost and expenses						
Operating.....	3,160	--	--	--	(3,160) b	--
Production taxes.....	1,721	231	1,520	827	(1,721) b	2,578
Depreciation, depletion and amortization.....	2,105	155	3,102	1,442	143 a	24,753
General and administrative.....	1,764	158	776	613	17,806 c (461) b 267 a	1,939
Facilitation amount.....	--	--	604	--	(1,178) e (604) a	--
Management fees.....	605	--	--	--	(605) f	--
Operating expenses.....	9,355	544	6,002	2,882	10,487	29,270
Operating Income.....	17,424	2,076	9,635	8,062	(17,016)	20,181
Other						
Investment income.....	(897)	--	--	--	897 d	--
Interest expense.....	36	--	--	--	(36) d	--
Other income.....	(66)	--	--	--	22 d	(44)
Total other income.....	(927)	--	--	--	883	(44)
Net Earnings.....	\$ 18,351	\$ 2,076	\$ 9,635	\$ 8,062	\$ (17,899)	\$ 20,225
Allocation of net earnings						
General partners.....						\$ 256
Limited partners.....						\$ 19,969
Net earnings per common unit.....						\$.74
Weighted average common units outstanding.....						\$ 27,040
Net earnings after transaction expenses.....						\$ 19,047
Allocation of net earnings after transaction expenses						
General partners.....						\$ 209
Limited partners.....						\$ 18,838
Net earnings per common unit after transaction expenses.....						\$.70
Weighted average common units outstanding.....						\$ 27,040

See notes to unaudited pro forma combined financial information.

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DORCHESTER MINERALS, L.P.
UNAUDITED PRO FORMA COMBINED STATEMENT OF OPERATIONS
FOR THE NINE MONTH PERIOD ENDED SEPTEMBER 30, 2002
(IN THOUSANDS, EXCEPT PER UNIT DATA)

	Dorchester Hugoton	Republic	Republic ORRIs	Spinnaker	Pro forma adjustments	Pro forma combined
Net operating revenues:						
Net profits interest.....	\$ --	\$ --	\$ --	\$ --	\$ 9,499 b	\$ 9,499
Natural gas sales.....	12,761	--	--	--	(12,761) b	--
Royalties.....	--	1,701	10,029	5,891	--	17,621
Lease bonus.....	--	2	9	15	--	26
Other.....	96	71	422	190	(767) b	12
Total net operating revenues	12,857	1,774	10,460	6,096	(4,029)	27,158
Cost and expenses						
Operating.....	2,058	--	--	--	(2,058) b	--
Production taxes.....	629	149	878	467	(629) b	1,494

Depreciation, depletion and amortization	1,616	127	2,643	1,278	42	a	
General and administrative.....	1,223	364	2,092	786	14,565	c	20,271
					256	a	
					(339)	b	
					61	g	
Facilitation amount.....	--	--	298	--	(1,419)	e	3,024
Management fees.....	381	--	--	--	(298)	a	--
					(381)	f	--
Operating expenses.....	5,907	640	5,911	2,531	9,800		24,789
Operating Income ...	6,950	1,134	4,549	3,565	(13,829)		2,369
Investment income.....	(300)	--	--	--	300	d	--
Interest expense.....	14	--	--	--	(14)	d	--
Other expense.....	21	--	--	--	(21)	d	--
Total other income.....	(265)	--	--	--	265		--
Net Earnings.....	\$ 7,215	\$ 1,134	\$ 4,549	\$ 3,565	\$ (14,094)		\$ 2,369
	=====	=====	=====	=====	=====		=====
Allocation of net earnings							
General partners.....							\$ (143)
Limited partners.....							\$ 2,512
Net earnings per common unit.....							\$ 0.09
Weighted average common units outstanding.....							27,040
Net earnings after transaction expenses.....							\$ 950
Allocation of net earnings after transaction expenses							
General partners.....							\$ (200)
Limited partners.....							\$ 1,150
Net earnings per common unit after transaction expenses.....							\$ 0.04
Weighted average common units outstanding.....							27,040

See notes to unaudited pro forma combined financial information.

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Notes to Unaudited Pro Forma Combined Financial Information
(Dollars in thousands)

1. Basis of Presentation

The pro forma financial information presents the combination using the purchase method of accounting and reflects the total number of common units of Dorchester Minerals, L.P. outstanding upon the consummation of the combination of 27,040,431. Dorchester Hugoton is deemed to be the acquiror because its depository receipt holders are the ownership group that received the largest ownership interest in Dorchester Minerals, L.P. Accordingly, the assets of Republic, the Republic ORRIs and Spinnaker are adjusted to fair value in the pro forma balance sheet.

For accounting purposes, the fair value (new basis) of the assets of Republic, the Republic ORRIs and Spinnaker is based on the fair value of Dorchester Hugoton and the share of the total common units of Dorchester Minerals, L.P. that the partners of Republic, the Republic ORRIs and Spinnaker received, as follows:

Market capitalization of Dorchester Hugoton at January 31, 2003 based on the closing price of \$16.08 per common unit.....	\$174,515
Less cash distributed to Dorchester Hugoton unitholders prior to the combination transaction.....	(20,614)
Estimated fair value of Dorchester Hugoton assets contributed to Dorchester Minerals, L.P.....	\$153,901
	=====

The Dorchester Hugoton unitholders received 39.73% of the common units of Dorchester Minerals, L.P. in exchange for their interest in Dorchester Hugoton, which results in a valuation of Dorchester Minerals, L.P. of \$387,367.

The fair market value of the assets of Republic, the Republic ORRIs and Spinnaker were determined based on the percentage interests that their partners received in Dorchester Minerals, L.P., as follows:

Percentage Interest	Fair Value of Assets
-----	-----

Republic.....	5.87%	\$ 22,754
Republic ORRIs.....	34.64%	134,168
Spinnaker.....	19.76%	76,544

		\$233,466
		=====

2. Pro Forma Adjustments

Balance sheet adjustments:

- (a) Eliminate intercompany receivables and payables and the effect of intercompany transactions on property and equipment.
- (b) Eliminate assets and liabilities that were not transferred to Dorchester Minerals, L.P.
- (c) Adjust historical book values of property and equipment of Republic, the Republic ORRIs, and Spinnaker to fair value, as follows:

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Purchase accounting fair value.....			\$233,466
Historical cost:			
Republic, after elimination of intercompany transaction	\$ 2,754		
Republic ORRIs.....	26,951		
Spinnaker.....	11,417	41,122	

			\$192,344
			=====
Allocation:			
Property and equipment.....			\$131,634
Accumulated depreciation, depletion and amortization.....		60,710	

			\$192,344
			=====

- (d) Adjust equity accounts to reflect capital structure of Dorchester Minerals, L.P.

Statement of operations adjustments:

- (a) Eliminate intercompany transactions and their effect on depletion.
- (b) Reflect the income and expenses of Dorchester Hugoton as a 96.97% net profits interest.

Under the net profits interests agreement, certain costs and expenses previously incurred by Dorchester Hugoton are the obligations of Dorchester Minerals Operating LP, and Dorchester Minerals, L.P. will retain a 96.97% net profits interest. Accordingly, adjustments have been made to reduce expenses and revenues as follows:

	For the Nine Month Period Ended September 30, 2002	For the Year Ended December 31, 2001
	-----	-----
Expenses		
Operating expenses.....	\$2,058	\$3,160
Production taxes.....	629	1,721
General and administrative expenses.....	339	461
Other deductions		
Production payment.....	--	566
Other.....	35	272
	-----	-----
	\$3,061	\$6,180
	=====	=====

The effect on revenue is as follows:

Dorchester Hugoton historical revenues:		
Natural gas sales.....	\$12,761	\$27,153
Other revenue.....	96	192
	-----	-----
	12,857	27,345
Deduct costs and expenses.....	(3,061)	(6,180)
	-----	-----
	9,796	21,165
Net profits interest.....	x 96.97%	x 96.97%
	-----	-----
Pro forma net profits interest revenue.....	\$ 9,499	\$20,524
	=====	=====

- (c) Adjust depreciation, depletion, and amortization based on the new basis of oil and gas properties.
- (d) Eliminate income and expense related to assets and liabilities of Dorchester Hugoton that were not transferred to Dorchester Minerals, L.P..
- (e) Eliminate nonrecurring transaction costs.
- (f) Eliminate management fees.
- (g) Increase general and administrative expenses for reimbursable costs incurred by Dorchester Minerals Operating LP.

3. Severance Payments

Dorchester Hugoton had a severance policy pursuant to which payments in the approximate amount of \$2.7 million have been made by Dorchester Hugoton to its employees and general partners upon consummation of the Combination. These payments were not an obligation of Dorchester Minerals, L.P. and are not included as a liability or an expense in the pro forma financial statements.

4. Pro Forma Information on Oil and Gas Operations

The pro forma reserve information set forth below assumes the combination transactions were completed on January 1, 2001. There are many uncertainties inherent in estimating reserve quantities, and in projecting future production rates and the timing of future development expenditures. Accordingly, estimates are subject to change as additional information becomes available. Revisions of estimates can have a significant impact on the results.

Proved oil and natural gas reserves are the estimated quantities of crude oil, condensate, natural gas and natural gas liquids that geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic conditions. Proved developed oil and gas reserves are those reserves expected to be recovered through existing equipment and operating methods.

All reserves are located in the United States.

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SUMMARY OF CHANGES IN PRO FORMA COMBINED PROVED RESERVES FOR THE YEAR ENDED DECEMBER 31, 2001 (IN THOUSANDS)

	Dorchester Hugoton	Republic	Republic ORRIs	Spinnaker	Pro forma adjustments	Pro forma combined
Oil (MBbls)						
Proved reserves						
Estimated quantity, beginning of year	--	698	2,793	1,002	--	4,493
Revisions of previous estimates..	--	37	150	60	--	247
Production.....	--	(55)	(222)	(88)	--	(365)
Estimated quantity, end of year..	--	680	2,721	974	--	4,375
Proved developed reserves						
Beginning of year.....	--	698	2,792	998	--	4,488
End of year.....	--	680	2,721	972	--	4,373
Gas (MMcf)						
Proved reserves						
Estimated quantity, beginning of year	54,127	3,793	15,173	15,000	(1,640) a	86,453
Revisions of previous estimates..	743	781	3,124	1,784	(23) a	6,409
Production.....	(6,568)	(543)	(2,174)	(2,247)	200 a	(11,332)
Estimated quantity, end of year..	48,302	4,031	16,123	14,537	(1,463)	81,530
Proved developed reserves						
Beginning of year.....	54,127	3,759	15,035	13,493	(1,640) a	84,774
End of year.....	48,302	3,998	15,990	13,271	(1,463) a	80,098

- a) to adjust Dorchester Hugoton amounts to 96.97% of historical amounts.

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FOR THE YEAR ENDED DECEMBER 31, 2001
(IN THOUSANDS)

	Dorchester Hugoton	Republic	Republic ORRIs	Spinnaker	Pro forma adjustments	Pro forma combined
	-----	-----	-----	-----	-----	-----
Future estimated gross revenues.....	\$117,029	\$109,736	\$ 87,789	\$ 52,935	\$ (87,789) a (3,546) b	\$276,154
Net proceeds interest to unaffiliated ORRI owner.....	--	(87,789)	--	--	87,789 a	--
Less future estimated production taxes...	--	(1,689)	(6,758)	(4,237)	--	(12,684)
Future estimated production and development costs.....	(51,083)	--	--	--	1,548 b	(49,535)
Future estimated net revenue.....	65,946	20,258	81,031	48,698	(1,998)	213,935
10% annual discount for estimated timing of cash flows.....	(21,220)	(10,420)	(41,681)	(22,253)	643 b	(94,931)
Standardized measure of discounted future estimated net revenue.....	\$ 44,726	\$ 9,838	\$ 39,350	\$ 26,445	\$ (1,355)	\$119,004
	=====	=====	=====	=====	=====	=====
Beginning of year.....	\$140,003	\$ 25,812	\$103,249	\$ 92,416	\$ (4,242) b	\$357,238
Sales of natural gas produced, net of production costs.....	(21,899)	(2,318)	(13,698)	(10,044)	664 b	(47,295)
Net changes in prices and production costs.	(89,233)	(14,913)	(59,651)	(60,964)	2,704 b	(222,057)
Revisions of previous quantity estimates...	3,488	1,097	4,384	1,908	(106) b	10,771
Accretion of discount.....	12,471	2,581	10,325	9,242	(378) b	34,241
Other.....	(104)	(2,421)	(5,259)	(6,113)	3 b	(13,894)
Net change in standardized measure of discounted future estimated net revenues..	(95,277)	(15,974)	(63,899)	(65,971)	2,887	(238,234)
End of year.....	\$ 44,726	\$ 9,838	\$ 39,350	\$ 26,445	\$ (1,355)	\$119,004
	=====	=====	=====	=====	=====	=====

a) to eliminate intercompany amounts

b) to adjust Dorchester Hugoton amount to 96.97% of historical amounts.

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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 thereunto duly authorized.

DORCHESTER MINERALS, L.P.

By: Dorchester Minerals Management LP,
its general partner

By: Dorchester Minerals Management GP LLC,
its general partner

Date: April 15, 2003

By: /s/ William Casey McManemin

Chief Executive Officer