

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): January 10, 2024

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

Delaware
(State or other jurisdiction of
Incorporation)

000-50175
(Commission
File Number)

81-0551518
(IRS Employer
Identification No.)

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Units Representing Limited Partnership Interest	DMLP	NASDAQ Global Select Market

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

On January 10, 2024, Dorchester Minerals, L.P., a Delaware limited partnership (the “Partnership”), received notification from Yelar Partners, L.L.P., a member of Dorchester Minerals Management GP LLC, the general partner of the Partnership’s general partner (“DMMGP”), that it has appointed Ms. Lesley Carver, age 55, as its appointed manager of the board of managers of DMMGP (the “Board”), effective as of January 10, 2024. The Board consists of five managers appointed by members of DMMGP, in accordance with the Amended and Restated Limited Liability Company Agreement of DMMGP, and three independent managers. Ms. Carver has not been, and is not expected to be, named to any committee of the Board. In connection with Ms. Carver’s appointment to the Board, she has entered into the Partnership’s standard indemnity agreement, a form of which is incorporated by reference as Exhibit 99.2 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 January 12, 2024, the Partnership issued a press release announcing the appointment of Ms. Lesley Carver to the Board (the “Press Release”). The Press Release is attached hereto as Exhibit 99.1 to this Form 8-K and incorporated herein by reference.

Limitation on Incorporation by Reference:

In accordance with general instructions B.2 and B.6 of Form 8-K, the information in this Item 7.01 and Exhibit 99.1 is furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 [Press Release dated January 12, 2024](#)

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

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DORCHESTER MINERALS, L.P.

Date: January 12, 2024

By: /s/Bradley J. Ehrman_____
Bradley J. Ehrman
Chief Executive Officer

INDEX TO EXHIBITS

Item	Exhibit
99.1	Press release dated January 12, 2024
99.2	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)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

NEWS RELEASE

Dorchester Minerals, L.P.

Release Date: January 12, 2024

Contact: Martye Miller

3838 Oak Lawn Ave., Suite 300
Dallas, Texas 75219-4541
(214) 559-0300

Dorchester Minerals, L.P. Announces Appointment of Manager to Board of Managers

DALLAS, TEXAS -- Dorchester Minerals, L.P. (the "Partnership") (NASDAQ-DMLP) announced today that it received notification from Yelar Partners, L.L.P. that it has appointed Ms. Lesley Carver, to succeed Mr. Raley as its appointed manager of the board of managers of Dorchester Minerals Management GP LLC, the general partner of the Partnership's general partner (the "Board"), effective January 10, 2024.

Casey McManemin, Chairman of the Board, stated, "We are pleased to welcome Ms. Carver as a new appointed manager. Her diverse financial, operational and technical experience will be a significant asset to our board, and she will bring a new perspective to our oversight and decision-making processes."

Dorchester Minerals, L.P. is a Dallas based owner of producing and non-producing oil and natural gas mineral, royalty, overriding royalty, net profits, and leasehold interests located in 28 states. 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.