

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): **April 20, 2023**

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

<u>Delaware</u>	<u>000-50175</u>	<u>81-0551518</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(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 2.02 Results of Operations and Financial Condition

The Registrant is furnishing its press release dated April 20, 2023 which announces the Registrant's cash distribution for the quarter ended March 31, 2023. The press release is attached hereto as Exhibit 99.1 to this Form 8-K and incorporated herein by reference.

Item 7.01 Regulation FD Disclosure

On April 20, 2023, the Registrant issued a press release announcing that an investor presentation will be held at 2 pm on June 21, 2023, at the offices of Akin Gump Strauss Hauer & Feld LLP, 2300 N Field Street, Suite 1800, Dallas, TX 75201. The Registrant also announced the Annual Meeting of Unitholders previously scheduled for May 17, 2023, will be rescheduled and the new date will be announced as soon as available.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Limitation on Incorporation by Reference

In accordance with general instructions B.2 and B.6 of Form 8-K, the information disclosed in this report under 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

(c) Exhibits

99.1 [Press Release dated April 20, 2023 announcing the Registrant's cash distribution for the quarter ended March 31, 2023. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.](#)

See Item 2.02. Results of Operations and Financial Condition.

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

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.
Registrant

by Dorchester Minerals Management LP
its General Partner,
by Dorchester Minerals Management GP LLC
its General Partner

Date: April 21, 2023

By: /s/Leslie A. Moriyama
Leslie A. Moriyama
Chief Financial Officer

NEWS RELEASE

Dorchester Minerals, L.P.

Release Date: April 20, 2023

Contact: Martye Miller

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

Dorchester Minerals, L.P. Announces Its First Quarter Distribution and Investor Presentation

DALLAS, TEXAS — Dorchester Minerals, L.P. (NASDAQ:DMLP) announced today the Partnership's first quarter 2023 cash distribution. The distribution of \$0.989656 per common unit represents activity for the three-month period ended March 31, 2023 and is payable on May 11, 2023 to common unitholders of record as of May 1, 2023.

Cash receipts attributable to the Partnership's Royalty Properties during the first quarter totaled approximately \$24.6 million. Approximately 76% of these receipts reflect oil sales during December 2022 through February 2023 and natural gas sales during November 2022 through January 2023, and approximately 24% from prior sales periods. Cash receipts attributable to the Partnership's Net Profits Interest during the first quarter totaled approximately \$17.5 million. Approximately 31% of these receipts reflect oil sales and natural gas sales during November 2022 through January 2023, and approximately 69% from prior sales periods.

Cash receipts attributable to lease bonus and other income during the first quarter totaled approximately \$0.5 million.

The Annual Meeting of the Partnership previously announced as being held on May 17, 2023 has been rescheduled and the new date will be announced as soon as available.

The Partnership's Annual Investor Presentation will be held at 2 pm on Wednesday, June 21st, at the offices of Akin Gump Strauss Hauer & Feld LLP, 2300 N Field Street, Suite 1800, Dallas, TX 75201.

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.

This release serves as qualified notice to nominees as provided for under Treasury Regulation Section 1.1446-4(b)(4) and (d). Although a portion of Dorchester Minerals, L.P.'s income may not be effectively connected income and may be subject to alternative withholding procedures, brokers and nominees should treat 100% of Dorchester Minerals, L.P.'s distributions to non-U.S. investors as being attributable to income that is effectively connected with a United States trade or business. Accordingly, Dorchester Minerals, L.P.'s distributions to non-U.S. investors are subject to federal income tax withholding at the highest marginal rate for individuals or corporations, as applicable. Nominees, and not Dorchester Minerals, L.P., are treated as withholding agents responsible for withholding on distributions received by them on behalf of non-U.S. investors.

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.