

Alliance Holdings GP, L.P.  
Form 8-K  
May 10, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT PURSUANT TO**  
**SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): May 9, 2006**

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**ALLIANCE HOLDINGS GP, L.P.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**Commission File No.: 0-51952**

**03-0573898**  
(IRS Employer

**Identification No.)**

**1717 South Boulder Avenue, Tulsa, Oklahoma 74119**

(Address of principal executive offices and zip code)

**(918) 295-1415**

(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

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- .. 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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

General. On May 9, 2006, Alliance Holdings GP, L.P. (the Partnership ) entered into an underwriting agreement (the Underwriting Agreement ) with Alliance GP, LLC, the general partner of the Partnership (the General Partner ) and the Underwriters named therein providing for the offer and sale in a firm commitment underwritten offering of 12,500,000 common units representing limited partner interests in the Partnership ( Common Units ) at a price of \$25.00 per Common Unit (\$25.00 per Common Unit, net of underwriting discount). Pursuant to the Underwriting Agreement, the Partnership granted the Underwriters a 30-day option to purchase up to an additional 1,875,000 Common Units (the Option ) to cover over-allotments, if any, on the same terms as those Common Units sold by the Partnership.

In the Underwriting Agreement, the Partnership agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the Securities Act ), or to contribute to payments the Underwriters may be required to make because of any of those liabilities. A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Form 8-K and is incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure.**

On May 9, 2006, the Partnership announced that it had priced its initial public offering of 12,500,000 Common Units. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the press release shall not be deemed filed for the purposes of Section 18 of the Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information and exhibit be deemed incorporated by reference into any filing under the Securities Act or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

- 1.1 Underwriting Agreement dated May 9, 2006 among Alliance Holdings GP, L.P., Alliance GP, LLC, and Lehman Brothers Inc., as representative of the several underwriters named therein.
- 99.1 Alliance Holdings GP, L.P. Press Release dated May 9, 2006.

**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, thereunto duly authorized.

**Alliance Resource Partners, L.P.**

By: Alliance Holdings GP, L.P.

By: /s/ Joseph W. Craft III  
Joseph W. Craft III  
*President and Chief Executive Officer*  
Date: May 10, 2006