

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): December 14, 2021



Ciner Resources LP

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-36062
(Commission
File Number)

46-2613366
(IRS Employer
Identification No.)

Five Concourse Parkway
Suite 2500
Atlanta, Georgia 30328
(Address of Principal Executive Offices) (Zip Code)
Registrant's telephone number, including area code: **(770) 375-2300**
(Former Name or Former Address, if Changed Since Last Report) **Not Applicable**

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:

- 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 interests | CINR | New York Stock Exchange |

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As previously disclosed, on November 20, 2021, Ciner Enterprises Inc. (“Ciner Enterprises”), the indirect owner of approximately 74% of the common units in Ciner Resources LP (the “Partnership”) and 100% of Ciner Resource Partners LLC (the “General Partner”), the general partner of the Partnership, announced that Ciner Enterprises entered into a definitive agreement (the “Purchase Agreement”) with Sisecam Chemicals USA Inc. (“Buyer”), an indirect subsidiary of Türkiye Sise ve Cam Fabrikalari A.S. Pursuant to the Purchase Agreement, among other things, Ciner Enterprises and Buyer agreed to enter into a unitholders and operating agreement (the “New Resources Operating Agreement”), pursuant to which the board of directors of the General Partner shall consist of four designees from Buyer, two designees from Ciner Enterprises and three independent directors for as long as the General Partner is legally required to appoint such independent directors.

In anticipation of the closing of the aforementioned transaction, Ciner Wyoming Holding Co., the sole member of the General Partner, entered into Amendment No. 2 (the “Second Amendment”), dated effective as of December 14, 2021, to the Amended and Restated Limited Liability Company Agreement, as amended (the “LLC Agreement”) of the General Partner to increase the maximum size of the board of directors of the General Partner from nine (9) to eleven (11) directors. The Second Amendment is attached hereto as Exhibit 3.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|---|
| 3.1 | <u>Amendment No. 2 to the Amended and Restated Limited Liability Company Agreement of Ciner Resource Partners LLC, dated effective as of December 14, 2021.</u> |
| 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 hereunto duly authorized.

Date: December 14, 2021

CINER RESOURCES LP

By: Ciner Resource Partners LLC,
its General Partner

By: /s/ Marla E. Nicholson
Marla E. Nicholson
Vice President, General Counsel and
Secretary of Ciner Resource Partners LLC,
the registrant’s General Partner

**AMENDMENT NO. 2 TO
AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT
OF
CINER RESOURCE PARTNERS LLC**

This Amendment No. 2 (this "Amendment") to the Amended and Restated Limited Liability Company Agreement of Ciner Resource Partners LLC (the "Company"), dated as of September 18, 2013, as amended by that certain Amendment No. 1, dated as of November 5, 2015 (the "LLC Agreement") is hereby adopted effective as of December 14, 2021 (the "Effective Date"), by Ciner Wyoming Holding Co., a Delaware corporation (the "Sole Member"), as the sole member of the Company. Capitalized terms used but not defined herein have the respective meanings given to such terms in the LLC Agreement. Each reference to "hereof," "hereto," "herein," "hereunder," "hereby" and "this Agreement" in the LLC Agreement shall, from and after the effective date of this Amendment, refer to the LLC Agreement as amended by this Amendment.

WHEREAS, Section 11.5 of the LLC Agreement provides that the LLC Agreement may be amended only by a written instrument executed by the Sole Member; and

WHEREAS, acting pursuant to the power and authority granted to it under Section 11.5 of the LLC Agreement, the Sole Member has determined to amend the LLC Agreement to increase the maximum number of directors constituting the board of the Company from nine (9) to eleven (11) directors.

NOW THEREFORE, the Sole Member does hereby amend the LLC Agreement as follows:

Section 1. Amendments.

(a) Exhibit A to the LLC Agreement is hereby deleted in its entirety and replaced with Exhibit A hereto.

(b) Section 5.2 of the LLC Agreement is hereby deleted in its entirety and replaced with the following:

"Section 5.2 *Number; Qualification; Tenure.*

(a) The number of Directors constituting the Board shall be at least three and no more than eleven, and may be fixed from time to time pursuant to a resolution adopted by the Sole Member. Each Director shall be elected or approved by the Sole Member and shall continue in office until the removal of such Director in accordance with the provisions of this Agreement or until the earlier death or resignation of such Director.

(b) The Directors of the Company in office as of the effective date of the second amendment to this Agreement are set forth on Exhibit A hereto."



2. Confirmation of LLC Agreement. Except as so modified pursuant to this Amendment, the LLC Agreement is ratified and confirmed in all respects and shall continue in full force and effect. The LLC Agreement, as amended by this Amendment, is deemed effective as of the Effective Date.

3. Governing Law. This Amendment shall be governed by, and construed under, the laws of the State of Delaware, without regard to the principles of conflicts of law.

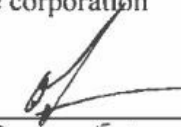
4. Severability. Each provision of this Amendment shall be considered severable, and if for any reason any provision or provisions herein are determined to be invalid, unenforceable or illegal under any existing or future law, such invalidity, unenforceability or illegality shall not impair the operation of or affect those portions of this Amendment which are valid, enforceable and legal.

(Signature pages follow)

IN WITNESS WHEREOF, this Amendment has been executed as of the Effective Date.

SOLE MEMBER:

CINER WYOMING HOLDING CO.,
a Delaware corporation

By:  _____

Name: Oguz Erkan

Title: President & CEO

EXHIBIT A

DIRECTORS

1. Atilla Ciner
2. Alec G. Dreyer
3. Michael E. Ducey
4. Oğuz Erkan
5. Thomas W. Jasper
6. Matthew H. Mead
7. Ahmet Tohma
8. Gürsel Usta

