

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **2013-01-10**  
SEC Accession No. [0001048462-13-000004](#)

([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### Rhino Resource Partners LP

CIK: [1490630](#) | IRS No.: [272377517](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13D/A** | Act: **34** | File No.: [005-86034](#) | Film No.: [13522646](#)  
SIC: **1221** Bituminous coal & lignite surface mining

Mailing Address  
424 LEWIS HARGETT  
CIRCLE SUITE 250  
LEXINGTON KY 40503

Business Address  
424 LEWIS HARGETT  
CIRCLE SUITE 250  
LEXINGTON KY 40503  
(859) 389-6500

### FILED BY

#### WEXFORD CAPITAL LP

CIK: [1048462](#) | IRS No.: [061442624](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13D/A**

Mailing Address  
411 W PUTNAM AVENUE  
GREENWICH CT 06830

Business Address  
411 W PUTNAM AVENUE  
GREENWICH CT 06830  
2038627000

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**SCHEDULE 13D**

**Amendment No. 2  
(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)**

**Rhino Resource Partners LP**  
(Name of Issuer)

**Common Units**  
(Title of Class of Securities)

**76218Y 10 3**  
(CUSIP Number)

**Arthur H. Amron, Esq.**  
**Wexford Capital LP**  
**411 West Putnam Avenue**  
**Greenwich, CT**  
**(203) 862-7012**  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**December 31, 2012**  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

*Note.* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

---

1	Name of Reporting Person LP		Wexford Capital
2	Check the appropriate box if a member of a group*	(a) <input type="checkbox"/>	(b) <input type="checkbox"/>
3	SEC use only		
4	Source of Funds OO		
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		
6	Citizenship or Place of Organization Delaware		
	7	Sole Voting Power	
Number of Shares Beneficially	8	Shared Voting Power units	16,090,898
	9	Sole Dispositive Power	
Owned by Each Reporting Person With	10	Shared Dispositive Power units	16,090,898
11	Aggregate Amount Beneficially Owned by each Reporting Person		16,090,898 units*
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>		
13	Percent of Class Represented by Amount in Row (11) 58.00%**		
14	Type of Reporting Person PN		

\* Amount of securities beneficially owned includes 6,629,902 common units representing limited partner interests (each, a "Common Unit") in Rhino Resource Partners LP (the "Partnership") and 9,460,996 subordinated units representing limited partner interests in the Partnership (each, a "Sub Unit," and together with the Common Units, the "Units"). The Sub Units will convert into Common Units on a one-for-one basis at the times set forth in, and subject to the terms and conditions of, the Second Amended and Restated Agreement of Limited Partnership of the Partnership (the "Partnership Agreement").

\*\* Calculation of percentage based on a total of 15,346,683 Common Units and 12,397,000 Sub Units for a total of 27,743,683 Units outstanding as of November 2, 2012, as reported by the Partnership in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, as filed by the Partnership with the SEC on November 9, 2012.



1	Name of Reporting Person LLC		Wexford GP
2	Check the appropriate box if a member of a group*	(a) <input type="checkbox"/>	(b) <input type="checkbox"/>
3	SEC use only		
4	Source of Funds		OO
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		
6	Citizenship or Place of Organization Delaware		
	Number of Shares Beneficially Owned by Each Reporting Person With	7 Sole Voting Power 8 Shared Voting Power units 9 Sole Dispositive Power 10 Shared Dispositive Power units*	16,090,898 16,090,898
11	Aggregate Amount Beneficially Owned by each Reporting Person		16,090,898 units*
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>		
13	Percent of Class Represented by Amount in Row (11) 58.00%**		
14	Type of Reporting Person OO		

\* Amount of securities beneficially owned includes 6,629,902 Common Units and 9,460,996 Sub Units. The Sub Units will convert into Common Units on a one-for-one basis at the times set forth in, and subject to the terms and conditions of, the Partnership Agreement.

\*\* Calculation of percentage based on a total of 15,346,683 Common Units and 12,397,000 Sub Units for a total of 27,743,683 Units outstanding as of November 2, 2012, as reported by the Partnership in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, as filed by the Partnership with the SEC on November 9, 2012.

1	Name of Reporting Person		Charles E. David
2	Check the appropriate box if a member of a group*	(a) <input type="checkbox"/>	(b) <input type="checkbox"/>
3	SEC use only		
4	Source of Funds		Other
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		
6	Citizenship or Place of Organization		United States
		7	Sole Voting
		8	Shared Voting
Number of Shares Beneficially Owned by Each Reporting Person With		9	Sole Dispositive
		10	Shared Dispositive
11	Aggregate Amount Beneficially Owned by each Reporting Person		17,273,910 units**
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		
13	Percent of Class Represented by Amount in Row (11)		62.26%**
14	Type of Reporting Person		Individual

\* Amount of securities with sole voting and dispositive power owned includes 486,744 Common Units and 696,268 Sub Units. The Sub Units will convert into Common Units on a one-for-one basis at the times set forth in, and subject to the terms and conditions of, the Partnership Agreement.

\*\* Amount of securities beneficially owned includes 7,116,646 Common Units and 10,157,264 Sub Units. The Sub Units will convert into Common Units on a one-for-one basis at the times set forth in, and subject to the terms and conditions of, the Partnership Agreement.

\*\*\* Calculation of percentage based on a total of 15,346,683 Common Units and 12,397,000 Sub Units for a total of 27,743,683 Units outstanding as of November 2, 2012, as reported by the Partnership in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, as filed by the Partnership with the SEC on November 9, 2012.

1	Name of Reporting Person	Joseph M. Jaco	
2	Check the appropriate box if a member of a group*	(a) <input type="checkbox"/>	(b) <input type="checkbox"/>
3	SEC use only		
4	Source of Funds	OO	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		
6	Citizenship or Place of Organization	United States	
Number of Shares Beneficially	Owned by Each Reporting Person	7	Sole Voting
	Owned by Each Reporting Person With	8	Shared
	Owned by Each Reporting Person	9	Sole Dispositive
	Owned by Each Reporting Person	10	Shared
11	Aggregate Amount Beneficially Owned by each Reporting Person	16,433,506 units**	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		
13	Percent of Class Represented by Amount in Row (11)	59.23%**	
14	Type of Reporting Person		

\* Amount of securities with sole voting and dispositive power owned includes 140,966 Common Units and 201,642 Sub Units. The Sub Units will convert into Common Units on a one-for-one basis at the times set forth in, and subject to the terms and conditions of, the Partnership Agreement.

\*\* Amount of securities beneficially owned includes 6,629,902 Common Units and 9,460,996 Sub Units. The Sub Units will convert into Common Units on a one-for-one basis at the times set forth in, and subject to the terms and conditions of, the Partnership Agreement.

\*\*\* Calculation of percentage based on a total of 15,346,683 Common Units and 12,397,000 Sub Units for a total of 27,743,683 Units outstanding as of November 2, 2012, as reported by the Partnership in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, as filed by the Partnership with the SEC on November 9, 2012.

1	Name of Reporting Person		<b>Rhino Energy Holdings L</b>
2	Check the appropriate box if a member of a group*	(a) <input type="checkbox"/>	(b) <input type="checkbox"/>
3	SEC use only		
4	Source of Funds		OO
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		
6	Citizenship or Place of Organization		Delawa
		7	Sole Voting
		8	Shared Vot
Number of Shares Beneficially		9	Sole Dispo
Owned by Each Reporting Person With		10	Shared Dis
11	Aggregate Amount Beneficially Owned by each Reporting Person		14,607,752 units*
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		
13	Percent of Class Represented by Amount in Row (11)		52.65%*
14	Type of Reporting Person		

\* Amount of securities beneficially owned includes 6,010,265 Common Units and 8,597,487 Sub Units. The Sub Units will convert into Common Units on a one-for-one basis at the times set forth in, and subject to the terms and conditions of, the Partnership Agreement.

\*\* Calculation of percentage based on a total of 15,346,683 Common Units and 12,397,000 Sub Units for a total of 27,743,683 Units outstanding as of November 2, 2012, as reported by the Partnership in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, as filed by the Partnership with the SEC on November 9, 2012.



1	Name of Reporting Person		Rhino Resource Holdings LL
2	Check the appropriate box if a member of a group*	(a) <input type="checkbox"/>	(b) <input type="checkbox"/>
3	SEC use only		
4	Source of Funds		OO
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		
6	Citizenship or Place of Organization		Delaw
		7	Sole Voting
		8	Shared Votin
Number of Shares Beneficially Owned by Each Reporting Person With		9	Sole Dispos
		10	Shared Disp
11	Aggregate Amount Beneficially Owned by each Reporting Person		1,467,156 units*
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		
13	Percent of Class Represented by Amount in Row (11)		5.29%*
14	Type of Reporting Person		H

\* Amount of securities beneficially owned includes 603,647 Common Units and 863,509 Sub Units. The Sub Units will convert into Common Units on a one-for-one basis at the times set forth in, and subject to the terms and conditions of, the Partnership Agreement.

\*\* Calculation of percentage based on a total of 15,346,683 Common Units and 12,397,000 Sub Units for a total of 27,743,683 Units outstanding as of November 2, 2012, as reported by the Partnership in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, as filed by the Partnership with the SEC on November 9, 2012.

**SCHEDULE 13D**

This Amendment No. 2 to Schedule 13D modifies and supplements the Schedule 13D (the “Original Statement”) initially filed on February 14, 2011, as amended by Amendment No. 1 filed on January 5, 2012 (the Original Statement, as amended, the “Statement”) with respect to the common units representing limited partner interests (each, a “Common Unit”) of Rhino Resource Partners LP (the “Partnership”). Except to the extent provided by the information contained in this Amendment No. 2, the Statement, as amended as provided above, remains in full force and effect. Capitalized terms used herein without definition have the respective meanings ascribed to them in the Statement.

**Item 3. Sources and Amount of Funds or Other Consideration**

Item 3 is hereby further supplemented by adding the following:

On October 31, 2012, Wexford Capital, on behalf of the services of Wexford Capital-affiliated directors on the board of directors of the General Partner, was granted an additional 7,150 common units subject to the terms and conditions set forth in Rhino’s Long-Term Incentive Plan. These additional units are subject to vesting as follows: 1,880 units vested on the grant date, 1,880 units vested on January 1, 2013, 1,875 units will vest on April 1, 2013 and 1,875 units will vest on July 1, 2013.

**Item 5. Interest in Securities of the Issuer.**

Item 5 is hereby amended and restated in its entirety with the following:

(a) – (b) The aggregate number and percentage of shares of Common Units beneficially owned by the Reporting Persons (on the basis of a total of 27,743,683 Units outstanding as of November 2, 2012, as reported by the Partnership in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, as filed by the Partnership with the SEC on November 9, 2012) are as follows:

**Rhino Energy Holdings LLC**

- a) Amount beneficially owned: 14,607,752 Percentage: 52.65%
- b) Number of shares to which the Reporting Person has:
  - i. Sole power to vote or to direct the vote:
  - ii. Shared power to vote or to direct the vote: 14,607,752
  - iii. Sole power to dispose or to direct the disposition of:
  - iv. Shared power to dispose or to direct the disposition of: 14,607,752

**Rhino Resource Holdings LLC**

- a) Amount beneficially owned: 1,467,156 Percentage: 5.29%
- b) Number of shares to which the Reporting Person has:
  - i. Sole power to vote or to direct the vote:
  - ii. Shared power to vote or to direct the vote: 1,467,156
  - iii. Sole power to dispose or to direct the disposition of:
  - iv. Shared power to dispose or to direct the disposition of: 1,467,156

**Wexford Capital LP**

- a) Amount beneficially owned: 16,090,898 Percentage: 58.00%
- b) Number of shares to which the Reporting Person has:
  - i. Sole power to vote or to direct the vote: 16,090,898
  - ii. Shared power to vote or to direct the vote:
  - iii. Sole power to dispose or to direct the disposition of: 16,090,898
  - iv. Shared power to dispose or to direct the disposition of:

**Wexford GP LLC**

- a) Amount beneficially owned: 16,090,898 Percentage: 58.00%
- b) Number of shares to which the Reporting Person has:
  - i. Sole power to vote or to direct the vote: 16,090,898

- ii. Shared power to vote or to direct the vote:
- iii. Sole power to dispose or to direct the disposition of:
- iv. Shared power to dispose or to direct the disposition of: 16,090,898

**Charles E. Davidson**

- a) Amount beneficially owned: 17,273,910 Percentage: 62.26 %
- b) Number of shares to which the Reporting Person has:
  - i. Sole power to vote or to direct the vote: 1,183,012
  - ii. Shared power to vote or to direct the vote: 16,090,898
  - iii. Sole power to dispose or to direct the disposition of: 1,183,012
  - iv. Shared power to dispose or to direct the disposition of: 16,090,898

**Joseph M. Jacobs**

- a) Amount beneficially owned: 16,433,506 Percentage: 59.23%
- b) Number of shares to which the Reporting Person has:
  - i. Sole power to vote or to direct the vote: 342,608
  - ii. Shared power to vote or to direct the vote: 16,090,898
  - iii. Sole power to dispose or to direct the disposition of: 342,608
  - iv. Shared power to dispose or to direct the disposition of: 16,090,898

The total Units reported as beneficially owned by each of Wexford Capital, Wexford GP, Mr. Davidson and Mr. Jacobs include the Units reported as beneficially owned by Rhino Holdings and Resource Holdings. Wexford Capital serves as manager for Rhino Holdings and Resource Holdings and as such may be deemed to share beneficial ownership of the Units beneficially owned by Rhino Holdings and Resource Holdings, but disclaims such beneficial ownership to the extent such beneficial ownership exceeds its pecuniary interest. Wexford GP, as the general partner of Wexford Capital, may be deemed to share beneficial ownership of the Units beneficially owned by Rhino Holdings and Resource Holdings, but disclaims such beneficial ownership to the extent such beneficial ownership exceeds its pecuniary interest. Messrs. Davidson and Jacobs, as the controlling persons of Wexford GP, may be deemed to share beneficial ownership of any Units beneficially owned by Rhino Holdings and Resource Holdings for which Wexford Capital serves as manager, but each disclaims such beneficial ownership to the extent such beneficial ownership exceeds their respective pecuniary interests.

(c) On December 31, 2012, Rhino Holdings made an in-kind distribution of 1,608,945 Common Units and 2,301,542 Sub Units to certain of its investors.

(d) Not Applicable

(e) Not Applicable

## SIGNATURES

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

January 10, 2013

### Company Name

RHINO ENERGY HOLDINGS LLC

By: Wexford Capital LP, its  
Manager

By: Wexford GP LLC, its General  
Partner

By: /s/ Arthur H. Amron

Name: Arthur H. Amron

Title: Vice President and Assistant  
Secretary

RHINO RESOURCES HOLDINGS  
LLC

By: Wexford Capital LP, its  
Manager

By: Wexford GP LLC, its General  
Partner

By: /s/ Arthur H. Amron

Name: Arthur H. Amron

Title: Vice President and Assistant  
Secretary

WEXFORD CAPITAL LP

By: Wexford GP LLC, its General  
Partner

By: /s/ Arthur H. Amron

Name: Arthur H. Amron

Title: Vice President and Assistant  
Secretary

WEXFORD GP LLC

By: /s/ Arthur H. Amron

Name: Arthur H. Amron

Title: Vice President and Assistant  
Secretary

/s/ Joseph M. Jacobs

JOSEPH M. JACOBS

/s/ Charles E. Davidson  
CHARLES E. DAVIDSON