

**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): **August 10, 2018**

WESTMORELAND COAL COMPANY
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-11155
(Commission
File Number)

23-1128670
(I.R.S. Employer
Identification No.)

**9540 South Maroon Circle,
Suite 300
Englewood, CO**
(Address of Principal Executive Offices)

80112
(Zip Code)

Registrant's telephone number, including area code: **(855) 922-6463**

(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))

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 1.01. Entry into a Material Definitive Agreement.

On August 10, 2018, Westmoreland Coal Company (the "Company") entered into Amendment No. 1 (the "Amendment") to the 382 Rights Agreement, dated September 5, 2017, by and between the Company and Broadridge Corporate Issuer Solutions, Inc., as Rights Agent (the "Original 382 Rights Agreement," and together with the Amendment, the "382 Rights Agreement"). The Amendment modifies clause (vi) of the definition of "Expiration Date" (detailing the circumstance whereby Shareholder Approval of the 382 Rights Agreement has not yet been obtained) to extend the expiration date from September 5, 2018, to March 5, 2019. The 382 Rights Agreement is intended to avoid an "ownership change" within the meaning of Section 382 of the Internal Revenue Code of 1986, as amended (the "Code"), and thereby preserve the current ability of the Company to utilize certain net operating loss carryovers and other tax benefits of the Company and its subsidiaries (the "Tax Benefits"). If the Company experiences an "ownership change," as defined in Section 382 of Code, the Company's ability to fully utilize the Tax Benefits could be significantly impaired. The rights granted under the 382 Rights Agreement are intended to act as a deterrent to any person or group acquiring "beneficial ownership" of 4.75% or more of the "outstanding shares" of the Company's common stock, par value \$0.01 per share, without the approval of the Board of Directors.

The foregoing summary of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, which has been attached as an exhibit to this Current Report on Form 8-K and is incorporated herein by reference. The Original 382 Rights Agreement is described in and included as an exhibit to the Company's Current Report on Form 8-K filed on September 5, 2017. All capitalized terms used herein but not defined herein shall have the meanings ascribed to such terms in the 382 Rights Agreement.

Item 9.01. Financial Statements and Exhibits

(d) *Exhibits*

<u>Exhibit No.</u>	<u>Description</u>
4.1	Amendment No. 1 to the 382 Rights Agreement, dated August 10, 2018, by and among Westmoreland Coal Company and Broadridge Corporate Issuer Solutions, Inc., as Rights Agent.

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.

WESTMORELAND COAL COMPANY

Date: August 16, 2018

By: /s/ Jennifer S. Grafton

Jennifer S. Grafton
Chief Legal Officer, Chief Administrative Officer and
Secretary

AMENDMENT NO. 1 TO THE 382 RIGHTS AGREEMENT

THIS AMENDMENT NO. 1 (this “Amendment”), dated as of August 10, 2018, amends the 382 Rights Agreement, dated as of September 5, 2017 (the “Agreement”), by and between Westmoreland Coal Company, a Delaware corporation (the “Company”), and Broadridge Corporate Issuer Solutions, Inc., a Delaware corporation (the “Rights Agent”). All capitalized terms used but not defined in this Amendment shall have the meanings ascribed to them in the Agreement.

WHEREAS, Section 27 of the Agreement provides that, prior to the Distribution Date, the Company and the Rights Agent may, if the Company so directs, supplement or amend any provision of the Agreement without the approval of any holders of certificates representing shares of Common Stock;

WHEREAS, the Distribution Date has not yet occurred;

WHEREAS, pursuant to Section 27 of the Agreement, the Company hereby directs that the Agreement be amended as set forth in this Amendment; and

WHEREAS, subject to and in accordance with the terms of this Amendment, the Company and the Rights Agent have agreed to amend the Agreement in certain respects, as more particularly set forth herein.

NOW, THEREFORE, in consideration of the foregoing and the mutual agreements set forth herein, the parties hereto hereby agree as follows:

1. AMENDMENT OF THE RIGHTS AGREEMENT.

(a) Section 1(r) of the Agreement is hereby amended and restated in its entirety as follows:

“(r) “Expiration Date” shall mean shall mean the earliest of (i) the Final Expiration Date, (ii) the time at which the Rights are redeemed as provided in Section 23 hereof, (iii) the time at which the Rights are exchanged as provided in Section 24 hereof, (iv) the date on which the Board determines in its sole discretion that this Agreement is no longer necessary for the preservation of material valuable Tax Benefits, (v) the beginning of a taxable year of the Company to which the Board determines in its sole discretion that no Tax Benefits may be carried forward, (vi) March 5, 2019 if the Stockholder Approval has not been obtained and (vii) the date on which the Board determines in its sole discretion that this Agreement is no longer in the best interest of the Company and its stockholders.”

2. AMENDMENT TO EXHIBIT.

(a) Exhibit C to the Agreement is amended by deleting each reference to “September 5, 2018” in the Form of Summary of Rights to Purchase Stock Under 382 Rights Agreement and substituting therefor “March 5, 2019”.

3. GOVERNING LAW.

This Amendment shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts made and to be performed entirely within such State.

4. OTHER AMENDMENT; EFFECT OF AMENDMENT.

Except as and to the extent expressly modified by this Amendment, the Agreement and the exhibits thereto remain in full force and effect in all respects without any modification. This Amendment will be deemed an amendment to the Agreement and will become effective on the date hereof. In the event of a conflict or an inconsistency between this Amendment and the Agreement and the exhibits thereto, the provisions of this Amendment will govern.

5. COUNTERPARTS.

This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument. A signature to this Amendment transmitted electronically shall have the same authority, effect, and enforceability as an original signature.

6. SEVERABILITY.

If any term, provision, covenant or restriction of this Amendment is held by a court of competent jurisdiction or other authority to be invalid, void or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Amendment shall remain in full force and effect and shall in no way be affected, impaired or invalidated.

[Signature pages follow]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and delivered as of the date first above written.

WESTMORELAND COAL COMPANY

By: /s/ Michael Hutchinson

Name: Michael Hutchinson

Title: Interim Chief Executive Officer

BROADRIDGE CORPORATE ISSUER SOLUTIONS, INC., as Rights Agent

By: /s/ Dorothy Flynn

Name: Dorothy Flynn

Title: VP and General Manager