

ALLIANCE RESOURCE PARTNERS LP
Form 424B3
April 26, 2018

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ALLIANCE HOLDINGS GP, L.P. UNITHOLDERS
SIMPLIFICATION OF CAPITAL STRUCTURE PROPOSED YOUR CONSENT IS VERY IMPORTANT

April 26, 2018

Dear Alliance Holdings GP, L.P. Unitholder,

Alliance Holdings GP, L.P. ("AHGP") and Alliance Resource Partners, L.P. ("ARLP") recently entered into a Simplification Agreement, dated as of February 22, 2018 (the "simplification agreement"), as part of a plan to simplify their capital structures. Through a series of transactions (the "simplification transactions"), AHGP will become a wholly owned subsidiary of ARLP and all of the outstanding common units representing limited partner interests in AHGP (the "AHGP common units") will be canceled and converted into the right to receive all of the ARLP common units currently held by AHGP and its subsidiaries. Each holder of AHGP common units (each, an "AHGP unitholder") will hold directly after the simplification transactions the same economic share of ARLP and its subsidiaries that it held indirectly through AHGP before the simplification transactions. While the legal details of the simplification transactions are presented in more detail below, we are proposing a merger that results in the distribution by AHGP of the ARLP common units it holds, directly and indirectly, to AHGP's unitholders.

Merger Overview

As a result of the simplification transactions, AHGP will become a wholly owned subsidiary of ARLP, and, through consummation of a merger (the "merger"), all of the AHGP common units will be canceled and converted into the right to receive all of the ARLP common units currently held by AHGP and its subsidiaries.

General Partner Structure

Alliance Resource Management GP, LLC ("MGP") will remain the general partner of ARLP after the simplification transactions so there will be no change in the management and operation of ARLP's business. In connection with the simplification transactions, MGP will become a wholly owned subsidiary of Alliance GP, LLC ("AGP"), the general partner of AHGP prior to the completion of the simplification transactions. In addition, New AHGP GP, LLC ("New AHGP GP"), a wholly owned subsidiary of AGP, will become a wholly owned subsidiary of ARLP and the new general partner of AHGP.

Operating Subsidiaries

In order to further simplify the structure, the simplification agreement also provides for the contribution of two general partner interests in ARLP's operating subsidiaries, Alliance Resource Operating Partners, L.P. ("AROP") and Alliance Coal, LLC ("Alliance Coal"), to ARLP immediately following the merger. More specifically, Alliance Resource GP, LLC ("SGP"), which will momentarily hold 100% of the limited partner interests in AHGP following the merger, will contribute such limited partner interests in AHGP, which indirectly owns a 1.0001% general partner interest in AROP and a 0.001% managing member interest in Alliance Coal (such interests, the "SGP Contributed Interests"), to ARLP in exchange for the issuance by ARLP of a number of ARLP common units (the "New ARLP Common Units"), which are calculated to provide SGP with the same cash flow from distributions after the simplification transactions in respect of the New ARLP Common Units as it would have otherwise received in respect of the SGP Contributed Interests. These steps are being completed so that both AROP and Alliance Coal will be wholly owned, directly and indirectly, by ARLP.

Calculation of Exchange Ratio and Number of New ARLP Common Units

Pursuant to the merger, Wildcat GP Merger Sub, LLC, a wholly owned subsidiary of AGP ("Merger Sub") will merge with and into AHGP, the separate existence of Merger Sub will cease, AHGP will survive and continue to exist as a Delaware limited partnership and each AHGP common unit that is issued and

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outstanding immediately prior to the effective time of the merger will be canceled and converted into the right to receive a portion of the ARLP common units held by AHGP and its subsidiaries (such ARLP common units, the "AHGP unitholder consideration"). In the merger, each AHGP unitholder (other than SGP) will receive in exchange for each AHGP common unit held by it a number of ARLP common units equal to "A" divided by "B" (the "exchange ratio"), where "A" equals (i) the number of ARLP common units held by AHGP and its subsidiaries immediately prior to the merger, plus (ii) the number of New ARLP Common Units, and "B" equals the number of AHGP common units issued and outstanding immediately prior to the merger (including a number of AHGP common units that will be deemed to be outstanding in settlement of certain AHGP deferred phantom units that are held by certain directors of AGP under the Alliance GP, LLC Amended and Restated Directors Annual Retainer and Deferred Compensation Plan, dated as of January 1, 2011). See "The Simplification Agreement Treatment of AHGP Deferred Phantom Units" for more detail regarding the treatment of the AHGP deferred phantom units in the merger. SGP will receive in the merger a number of ARLP common units equal to the number of ARLP common units it would receive pursuant to the exchange ratio in exchange for the AHGP common units held by it, less the number of New ARLP Common Units it will be issued in exchange for the SGP Contributed Interests. The number of New ARLP Common Units to be issued in exchange for the SGP Contributed Interests will be calculated based on the actual dollar amount distributed in respect of the SGP Contributed Interests and the per unit amount actually distributed by ARLP with respect to ARLP common units, in each case in connection with ARLP's last quarterly distribution prior to the closing of the simplification transactions, which is designed to result in cash distribution neutrality to both SGP and ARLP as a result of the issuance.

Based on the number of AHGP common units outstanding as of the date hereof (including a number of units deemed to be outstanding in settlement of the AHGP deferred phantom units), the number of ARLP common units held by AHGP and its subsidiaries and the assumption that there will be 1,320,377 New ARLP Common Units, the exchange ratio would be approximately 1.478 ARLP common units for each AHGP common unit.

Resulting Ownership

Based on the estimated number of ARLP common units that will be outstanding immediately prior to the closing of the merger and the assumption that there will be 1,320,377 New ARLP Common Units, we estimate that, following consummation of the simplification transactions, ARLP will be owned approximately 33.1% by current ARLP unitholders and approximately 66.9% by former AHGP unitholders. AHGP common units will cease to be publicly traded upon consummation of the simplification transactions. ARLP common units will continue to be traded on the Nasdaq Global Select Market ("NASDAQ") under the symbol "ARLP" following the consummation of the simplification transactions.

Requested Action and Support Agreement

We ask for your approval by written consent of the simplification agreement and the transactions contemplated thereby, including the merger. As a condition to the completion of the simplification transactions, the simplification agreement and the transactions contemplated thereby, including the merger, must be approved and adopted by the affirmative vote or consent of the holders of a majority of the AHGP common units outstanding and entitled to vote thereupon. On February 22, 2018, concurrently with the execution of the simplification agreement, certain holders of AHGP common units (collectively, the "AHGP supporting unitholders") entered into a Support Agreement (the "support agreement"), pursuant to which, subject to the terms and conditions therein, the AHGP supporting unitholders agreed to deliver a written consent (the "Written Consent") covering a majority of the AHGP common units issued and outstanding approving the simplification agreement and the transactions contemplated thereby, including the merger. **The delivery of the Written Consent will be sufficient to adopt and approve the simplification agreement and the transactions contemplated thereby, including the merger, without the receipt of a written consent from any other holder of AHGP common units.**

Approval of the simplification transactions by the ARLP unitholders is not required. Therefore, no solicitation of written consents of the ARLP unitholders is being made.

The board of directors of AGP (the "AGP Board"), the current general partner of AHGP, has determined that the simplification agreement and the transactions contemplated thereby, including the merger, **are fair and reasonable to, and in the best interest of, AHGP and AHGP's limited partners, including the limited partners that are not affiliates of AGP** (the "unaffiliated AHGP unitholders"). The AGP Board has unanimously approved the simplification agreement and the transactions contemplated thereby, including the merger, and recommends that the AHGP unitholders deliver written consents approving the simplification agreement and the transactions contemplated thereby, including the merger.

The AGP Board has set April 25, 2018 as the record date (the "Record Date") for determining holders of AHGP common units entitled to execute and deliver written consents with respect to this consent statement/prospectus. If you are a record holder of outstanding AHGP common units as of the Record Date, you may complete, date and sign the enclosed written consent and promptly return it to AHGP. See the section entitled "Information about the Solicitation of Written Consents" beginning on page 29 of this consent statement/prospectus.

This consent statement/prospectus gives you detailed information about the simplification agreement and the proposed simplification transactions. We urge you to read carefully this entire consent statement/prospectus, including all of its annexes. In particular, please read "Risk Factors" beginning on page 25 of this consent statement/prospectus for a discussion of risks relevant to the simplification transactions, ARLP and other matters.

Sincerely,

Joseph W. Craft III
President, Chief Executive Officer,
and Chairman of the Board of AGP

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be distributed under this consent statement/prospectus or has passed upon the adequacy or accuracy of the disclosure in this consent statement/prospectus. Any representation to the contrary is a criminal offense.

This consent statement/prospectus is dated April 26, 2018 and is first being mailed to the AHGP unitholders on or about April 27, 2018.

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IMPORTANT NOTE ABOUT THIS CONSENT STATEMENT/PROSPECTUS

This consent statement/prospectus, which forms part of a registration statement on Form S-4 filed with the Securities and Exchange Commission (the "SEC"), constitutes a prospectus of ARLP under Section 5 of the Securities Act of 1933, as amended (the "Securities Act"), with respect to the ARLP common units to be distributed to AHGP unitholders pursuant to the simplification agreement, as such agreement may be amended from time to time. This consent statement/prospectus also constitutes a consent statement of AHGP with respect to the proposal to adopt the simplification agreement and the transactions contemplated thereby, including the merger.

As permitted under the rules of the SEC, this consent statement/prospectus incorporates by reference important business and financial information about ARLP and AHGP from other documents filed with the SEC that are not included in or delivered with this consent statement/prospectus. Please read "Where You Can Find More Information" beginning on page 110. This information is available to you without charge upon your request. You can obtain documents incorporated by reference in this consent statement/prospectus by requesting them in writing or by telephone from ARLP or AHGP at the following addresses and telephone numbers:

Alliance Resource Partners, L.P.
Investor Relations
1717 South Boulder Avenue, Suite 400
Tulsa, Oklahoma 74119
(918) 295-7600

Alliance Holdings GP, L.P.
Investor Relations
1717 South Boulder Avenue, Suite 400
Tulsa, Oklahoma 74119
(918) 295-1415

You may obtain certain of these documents at ARLP's website, www.arlp.com, by selecting "Investor Relations" and then selecting "SEC Filings" under "Filings & Financials," and at AHGP's website, www.ahgp.com, by selecting "Investor Information" and then selecting "SEC Filings" under "Filings & Financials." Information contained on ARLP's and AHGP's websites is expressly not incorporated by reference into this consent statement/prospectus.

In order to receive timely delivery of the documents, your request should be received no later than May 17, 2018, which is five business days before the targeted final date for the receipt of written consents.

ARLP and AHGP have not authorized anyone to provide any information or make any representation about the simplification transactions and related matters or about ARLP or AHGP that is different from, or in addition to, that contained in this consent statement/prospectus or in any of the materials that have been incorporated by reference into this consent statement/prospectus. Therefore, if anyone distributes this type of information, you should not rely on it. If you are in a jurisdiction where offers to exchange or sell, or solicitations of offers to exchange or purchase, the securities offered by this consent statement/prospectus or the solicitation of consents is unlawful, or you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this consent statement/prospectus does not extend to you. The information contained in this consent statement/prospectus speaks only as of the date of this consent statement/prospectus unless the information specifically indicates that another date applies.

AHGP common units currently trade on the NASDAQ under the symbol "AHGP," and ARLP common units currently trade on NASDAQ under the symbol "ARLP." **We urge you to obtain current market quotations of AHGP common units and ARLP common units.**

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QUESTIONS AND ANSWERS ABOUT THE SIMPLIFICATION TRANSACTIONS

In the following questions and answers, selected information from this consent statement/prospectus has been highlighted, but all of the information that may be important to the holders of AHGP common units, which are referred to as the "AHGP unitholders," regarding the merger and the other simplification transactions has not been included. To better understand the merger and the other simplification transactions, and for a complete description of their legal terms, please read carefully this consent statement/prospectus in its entirety, including all of its annexes, as well as the documents incorporated by reference into this consent statement/prospectus. Please read "Important Note About This Consent Statement/Prospectus" on page vi and "Where You Can Find More Information" beginning on page 110.

Q:
Why am I receiving these materials?

A:
ARLP and AHGP have agreed to simplify their capital structures through a series of transactions pursuant to the terms of a simplification agreement that is described in this consent statement/prospectus and attached hereto as Annex A. The simplification transactions cannot be completed without obtaining the appropriate approval of the AHGP unitholders. AHGP is soliciting approval of the simplification agreement and the transactions contemplated thereby, including the merger, with this consent statement/prospectus. Approval of the simplification agreement and the transactions contemplated thereby, including the merger, by the ARLP unitholders is not required. Therefore, no solicitation of approval of the ARLP unitholders is being made.

Q:
Why are ARLP and AHGP proposing the simplification transactions?

A:
ARLP and AHGP both believe that the merger and the other transactions contemplated by the simplification agreement will provide substantial benefits to the ARLP unitholders and the AHGP unitholders by creating a single, publicly traded partnership that is better positioned to compete in the marketplace. MGP is the general partner of ARLP. The board of directors of MGP (the "MGP Board") and the AGP Board believe that the simplification transactions are expected to provide the following benefits, among others, to the ARLP unitholders and the AHGP unitholders:

attracting a broader investor base to a single, larger entity with increased public float and greater liquidity;

increasing investor transparency by simplifying the ownership structure and governance structure of ARLP and AHGP; and

eliminating the significant management and operating personnel time and the related duplicative third party service costs required to maintain two public companies.

To review the AGP Board's reasons for the merger and the simplification transactions in greater detail, please read "The Merger and Simplification Transactions Recommendation of the AGP Board and Reasons for the Simplification Transactions" beginning on page 37. To review the MGP Board's reasons for the merger and the simplification transactions in greater detail, please read "The Merger and Simplification Transactions Recommendation of the MGP Board and Reasons for the Simplification Transactions" beginning on page 38.

Q:
What will AHGP unitholders receive in connection with the simplification transactions?

A:
By virtue of the merger, each AHGP common unit that is issued and outstanding immediately prior to the effective time of the merger will be canceled and converted into the right to receive a portion of the ARLP common units currently held by AHGP and its subsidiaries (the "Exchange Units"). The AHGP unitholder consideration will be distributed so that each AHGP common unit issued and outstanding at the effective time of the merger (other than the AHGP common units held by SGP) will be converted into the right to receive a number of Exchange Units equal to an

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"exchange ratio" calculated pursuant to the simplification agreement. The exchange ratio will be based on the actual number of New ARLP Common Units to be issued to SGP plus the Exchange Units and the actual number of outstanding AHGP common units at the effective time of the merger. Based on the number of AHGP common units outstanding as of the date hereof (including a number of units deemed to be outstanding in settlement of the AHGP deferred phantom units, as defined under the heading "The Simplification Agreement Treatment of Deferred Phantom Units"), the number of ARLP common units held by AHGP and its subsidiaries and the assumption that there will be 1,320,377 New ARLP Common Units, the exchange ratio would be approximately 1.478 ARLP common units for each AHGP common unit.

The remainder of the Exchange Units will be distributed to SGP on an economically equivalent basis and will be based on the actual dollar amount distributed in respect of the SGP Contributed Interests and the per unit amount actually distributed by ARLP with respect to the ARLP common units, in each case in connection with ARLP's last quarterly distribution of available cash prior to the closing of the simplification transactions. Based on the amount distributed in respect of the SGP Contributed Interests and the ARLP distribution of \$0.51 per ARLP common unit, in each case, with respect to the fourth quarter of 2017, ARLP would issue approximately 1,320,377 ARLP common units to SGP upon the closing of the simplification transactions.

If the exchange ratio would result in an AHGP unitholder being entitled to receive a fraction of an ARLP common unit, that AHGP unitholder will be entitled to receive, in lieu of such fractional interest, cash (without interest, rounded up to the nearest whole cent) in an amount equal to the product of (i) the volume weighted average trading price of an ARLP common unit as reported by Bloomberg during the 20-trading day period ending on the third trading day immediately preceding the date on which the effective time of the merger occurs and (ii) the fraction of an ARLP common unit that such holder would otherwise be entitled to receive. For additional information regarding cash in lieu of fractional ARLP common units, please read "The Simplification Agreement Simplification Transactions Fractional Units."

Q:
How do I exchange my AHGP common units for ARLP common units?

A:
Each holder of record of AHGP common units at the close of business on the effective date of the merger will receive a letter of transmittal and other appropriate and customary transmittal materials that will contain instructions for the surrender of AHGP common units for ARLP common units. For additional information regarding exchange procedures, please read "The Simplification Agreement Simplification Transactions Exchange Procedures."

Q:
Do I have appraisal rights?

A:
No. AHGP unitholders do not have appraisal rights under the simplification agreement, applicable Delaware law or the Amended and Restated Agreement of Limited Partnership of AHGP, dated as of May 15, 2006, as amended by Amendment No. 1 thereto, dated October 25, 2007 (the "AHGP partnership agreement").

Q:
Will AHGP unitholders be able to trade the ARLP common units that they receive pursuant to the simplification transactions?

A:
ARLP common units received by holders of AHGP common units pursuant to the merger will be registered under the Securities Act and will continue to be listed on the Nasdaq Global Select Market ("NASDAQ") under the symbol "ARLP." All ARLP common units that will be distributed to former AHGP unitholders in the merger will be freely transferable unless such AHGP unitholder is deemed to be an affiliate of ARLP following consummation of the merger for purposes of U.S. federal securities laws.

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In contrast, the ARLP common units to be issued to SGP as part of the simplification transactions immediately following the effective time of the merger are not being registered through the registration statement of which this consent statement/prospectus forms a part and may not be transferred except pursuant to an effective registration statement under the Securities Act or pursuant to an exemption from registration under the Securities Act. For additional information, please read "The Simplification Agreement Simplification Transactions Contributions."

Q: What will ARLP unitholders receive in connection with the simplification transactions?

A: ARLP unitholders will not receive any consideration in the simplification transactions. ARLP unitholders will continue to own their existing ARLP common units.

Q: What happens to distributions by ARLP?

A: Once the simplification transactions are completed and AHGP unitholders receive their ARLP common units, if and when distributions are approved and declared by MGP and paid by ARLP, the former AHGP unitholders and the current ARLP unitholders will receive distributions on their ARLP common units. For additional information, please read "The Simplification Agreement Simplification Transactions Distributions with Respect to Exchange Units."

Q: As an AHGP unitholder, what happens to the payment of distributions for the quarter in which the simplification transactions are effective?

A: If the simplification transactions are completed before the record date for a quarterly distribution, AHGP unitholders will receive no quarterly distribution from AHGP; instead, an AHGP unitholder will receive ARLP distributions on all ARLP common units such unitholder received in the simplification transactions. If the simplification transactions are completed after the record date, AHGP unitholders will receive distributions on AHGP common units held as of the record date. However, AHGP unitholders will not receive distributions from both AHGP and ARLP for the same quarter. As required under the respective partnership agreements, ARLP and AHGP pay distributions within 45 days and 50 days, respectively, after the end of each quarter to holders of record on the applicable record date, with the applicable record date generally set approximately one week prior to the respective distribution date.

Q: What will happen to AHGP after the simplification transactions?

A: Under the terms of the simplification agreement, Merger Sub will merge with and into AHGP, the separate existence of Merger Sub will cease and AHGP will survive and continue to exist as a Delaware limited partnership. As a result of the merger, the outstanding AHGP common units will be canceled and trading of AHGP common units on the NASDAQ will cease. In connection with and immediately following the consummation of the merger, (i) SGP will contribute all of the limited partner interests in AHGP to ARLP in exchange for a number of ARLP common units calculated pursuant to the simplification agreement, and ARLP will be admitted as the sole limited partner of AHGP, making AHGP a wholly owned subsidiary of ARLP, and (ii) AGP will contribute all of the limited liability company interests of New AHGP GP, a wholly owned subsidiary of AGP, which will become the new general partner of AHGP, to ARLP, and ARLP will be admitted as the sole member of New AHGP GP.

Q: When do you expect the simplification transactions to be completed?

A: AHGP and ARLP are working to complete the merger and the other simplification transactions as soon as possible. A number of conditions must be satisfied before the merger and the other simplification transactions can be consummated, including the approval of the simplification agreement and the transactions contemplated thereby, including the merger, by AHGP unitholders

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and the effectiveness of the registration statement on Form S-4, of which this consent statement/prospectus forms a part. AHGP and ARLP expect to complete the simplification transactions in the second or third quarter of 2018.

Q: After the simplification transactions, who will direct the activities of ARLP?

A: Pursuant to the Fourth Amended and Restated Agreement of Limited Partnership of ARLP, dated July 28, 2017 (as amended from time to time, the "ARLP partnership agreement"), which will continue to be in effect after the simplification transactions, the MGP Board will continue to direct the activities of ARLP.

Q: After completion of the simplification transactions, will I be able to vote to elect directors of the MGP Board?

A: No. As is commonly the case with publicly traded limited partnerships and as is the case prior to the simplification transactions, ARLP is managed and operated by its general partner, MGP. As part of the simplification transactions, AGP will become the sole member of MGP and will continue to have the power to appoint members of the MGP Board. AGP currently has the power to appoint members of the MGP Board through its ownership of the general partner interest in AHGP, which indirectly owns MGP.

Q: What percentage of ARLP common units will current unaffiliated holders of AHGP common units own after the successful consummation of the simplification transactions?

A: If the merger and the other simplification transactions are successfully completed, public unaffiliated holders of AHGP common units prior to the merger will collectively receive ARLP common units representing approximately 19.96% of the outstanding ARLP common units (taking into account the effectiveness of the simplification transactions).

Q: What are the expected U.S. federal income tax consequences to a AHGP unitholder as a result of the transactions contemplated by the simplification agreement?

A: Under current law, although AHGP anticipates that the simplification transactions generally are non-taxable to ARLP, AHGP and the AHGP unitholders, AHGP unitholders may recognize small amounts of income and gain. Specifically, AHGP expects that AHGP unitholders (i) will be allocated a de minimis amount of dividend income as a result of the distributions from ARM GP Holdings, Inc. ("ARMH") to AHGP, (ii) may have a small amount of income and gain or loss resulting from the sale by AHGP of the aggregate amount of ARLP common units necessary to be sold to provide the unitholders with cash in lieu of fractional units and the distribution of such cash to the unitholders, (iii) could recognize gain (which AHGP would expect to be immaterial) as a result of a decrease, if any, in such AHGP unitholder's share of partnership liabilities pursuant to Section 752 of the U.S. Internal Revenue Code of 1986, as amended (the "Internal Revenue Code") and (iv) could recognize a small amount of gain on the distribution of ARLP common units to the extent that any AHGP unitholder is treated for tax purposes as receiving more than their pro rata share of AHGP's ARLP common units and interests in ARLP's business that we treated as marketable securities and the value of such excess share exceeds the unitholders' tax basis in their AHGP common units.

Please read "Risk Factors Tax Risks Related to the Simplification Transactions" beginning on page 26 and "Material U.S. Federal Income Tax Consequences of the Simplification Transactions Tax Consequences of the Simplification Transactions to AHGP Common Unitholders" beginning on page 53.

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Q: What are the expected U.S. federal income tax consequences for an AHGP unitholder of the ownership of ARLP common units after the simplification transactions are completed?

A: Each AHGP unitholder who becomes an ARLP unitholder as a result of the simplification transactions will, as is the case for existing ARLP unitholders, be required to report on its U.S. federal income tax return such unitholder's distributive share of ARLP's income, gains, losses, deductions and credits. In addition to U.S. federal income taxes, such a holder will be subject to other taxes, including state and local income taxes, unincorporated business taxes, and other taxes that may be imposed by the various jurisdictions in which ARLP conducts business or owns property or in which the unitholder is resident.

Please read "Material U.S. Federal Income Taxation of Ownership of ARLP Common Units" beginning on page 56.

Q: What AHGP unitholder and ARLP unitholder approvals are required?

A: The approval of the simplification agreement and the transactions contemplated thereby, including the merger, requires the affirmative consent of the holders of a majority of the common units of AHGP outstanding and entitled to vote.

Certain unitholders of AHGP that beneficially own a majority of the AHGP common units issued and outstanding have agreed to deliver a written consent approving the simplification agreement and the transactions contemplated thereby, including the merger, pursuant to a support agreement dated February 22, 2018, among AHGP and such unitholders (a copy of which is attached as Annex B to this consent statement/prospectus). These unitholders beneficially own a sufficient number of AHGP common units to approve the simplification agreement and the transactions contemplated thereby, including the merger. Please read "Support Agreement" beginning on page 50.

The approval of the simplification agreement and the transactions contemplated thereby, including the merger, does not require a vote of ARLP unitholders.

Q: How can holders of AHGP common units return their written consents with respect to the merger?

A: If you hold AHGP common units as of the close of business on the record date and you wish to submit your consent with respect to the merger, you must fill out the enclosed written consent, date and sign it, and promptly return it to AHGP. Once you have completed, dated and signed your written consent, deliver it to AHGP by one of the means described in the section entitled "Information about the Solicitation of Written Consents Submission of Consents." AHGP does not intend to hold a meeting of holders of AHGP common units to consider the simplification agreement and the transactions contemplated thereby, including the merger.

Q: Can holders of AHGP common units change or revoke their written consents?

A: Yes. If you are a record holder of AHGP common units on the record date, you may revoke your consent or, if you have previously revoked your consent, submit a new written consent at any time before the later of 20 business days after the date this consent statement/prospectus is sent to AHGP unitholders and the date on which the consents of a sufficient number of AHGP common units to approve the simplification agreement have been delivered to the secretary of AHGP. If you wish to change or revoke your consent before that time, you may do so by sending in a new written consent with a later date by one of the means described in the section entitled "Information about the Solicitation of Written Consents Submission of Consents," or delivering a notice of revocation to the secretary of AHGP.

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Q: If my AHGP common units are held in "street name" by my bank, brokerage firm or other nominee, will my bank, brokerage firm or other nominee automatically consent for me?

A: No. If you hold your AHGP common units in "street name" with a bank, brokerage firm or other nominee, you should follow the instructions provided by your bank, brokerage firm or other nominee.

Q: Should holders of AHGP common units tender their AHGP common units now?

A: No. After the merger is completed, holders of AHGP common units who hold their AHGP common units in certificated or book entry form will receive written instructions for exchanging their AHGP common units. If you own AHGP common units in "street name," the AHGP unitholder consideration should be credited to your account in accordance with the policies and procedures of your broker or nominee within a few days following the closing date of the merger. For additional information regarding exchange procedures, please read "The Simplification Agreement Simplification Transactions Exchange Procedures."

Q: What happens if I sell or transfer my AHGP common units before the consent process concludes?

A: If you transfer your AHGP common units after the record date but before the consent process concludes, you will, unless special arrangements are made, retain your right to consent with respect to the merger. However, if you transfer your AHGP common units before the consent process concludes, you will not receive the Exchange Units for the AHGP common units you have transferred.

Q: What do I need to do now?

A: After you have carefully read this consent statement/prospectus, please respond by completing, dating and signing your written consent and returning it to AHGP by faxing it to Alliance Holdings GP, L.P., Attention: R. Eberley Davis, General Counsel and Secretary, at (859) 223-3057, by emailing a .pdf copy of your written consent to eb.davis@arlp.com or by mailing your written consent to Alliance Holdings GP, L.P. at 1717 South Boulder Avenue, Suite 400, Tulsa, Oklahoma 74119, Attention: R. Eberley Davis, General Counsel and Secretary.

Q: What will happen if I do not return my written consent?

A: If you are an AHGP unitholder and fail to return your written consent, it will have the effect of a vote "AGAINST" the proposal to adopt the simplification agreement and the transactions contemplated thereby, including the merger.

Q: Who can I contact with questions about the merger and related matters?

A: If you have any questions about the merger and the other matters contemplated by this consent statement/prospectus or how to submit your written consent, or if you need additional copies of this consent statement/prospectus, you should contact:

Alliance Holdings GP, L.P.
Investor Relations
1717 South Boulder Avenue, Suite 400
Tulsa, Oklahoma 74119
(918) 295-1415

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SUMMARY

This brief summary highlights selected information from this consent statement/prospectus. It does not contain all of the information that may be important to you. To understand the simplification transactions fully and for a complete description of the terms of the simplification agreement and related matters, you should read carefully this consent statement/prospectus, the documents incorporated by reference and the full text of the annexes to this consent statement/prospectus. Please read "Where You Can Find More Information" beginning on page 110.

The Parties to the Simplification Agreement

Alliance Resource Partners, L.P.

ARLP is a diversified producer and marketer of coal primarily to major United States utilities and industrial users. ARLP, the nation's first publicly traded master limited partnership involved in the production and marketing of coal, is currently the second largest coal producer in the eastern United States with mining operations in the Illinois Basin and Appalachian coal producing regions.

ARLP currently operates eight mining complexes in Illinois, Indiana, Kentucky, Maryland and West Virginia as well as a coal-loading terminal on the Ohio River at Mount Vernon, Indiana. ARLP also generates income from other sources, including investments in oil and gas royalty interests and gas compression services.

The executive offices of ARLP are located at 1717 South Boulder Avenue, Suite 400, Tulsa, Oklahoma 74119. The telephone number is (918) 295-7600.

Alliance Holdings GP, L.P.

AHGP is a publicly traded Delaware limited partnership. AHGP completed its initial public offering in May 2006. AHGP owns, directly and indirectly, 100% of the members' interest in MGP, the sole general partner of ARLP. Currently, AHGP's only cash-generating assets are its ownership interests in ARLP, which consist of the following:

a 1.0001% general partner interest in AROP, which AHGP holds through its 100% indirect ownership interest in MGP;

87,188,338 common units of ARLP, representing approximately 66.6% of the 130,903,256 common units of ARLP outstanding as of April 17, 2018; and

a 0.001% managing member interest in Alliance Coal, which AHGP holds through its 100% indirect ownership interest in MGP.

The executive offices of AHGP are located at 1717 South Boulder Avenue, Suite 400, Tulsa, Oklahoma 74119. The telephone number is (918) 295-1415.

Wildcat GP Merger Sub, LLC

Merger Sub is a direct wholly owned subsidiary of AGP, the general partner of AHGP. Merger Sub was formed solely for the purpose of consummating the merger. Merger Sub has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with the transactions contemplated by the simplification agreement.

Relationship of the Parties

AHGP owns, directly and indirectly, 100% of the members' interest in MGP, the sole general partner of ARLP, and 87,188,338 common units of ARLP, representing approximately 66.6% of the 130,903,256 common units of ARLP outstanding as of April 17, 2018.

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AHGP is owned 100% by its limited partners, and AHGP's general partner, AGP, has a non-economic interest in AHGP and is indirectly owned by Joseph W. Craft III, the President, Chief Executive Officer and Chairman of AGP as well as the President and Chief Executive Officer and a Director of MGP.

Messrs. Joseph W. Craft III and Wilson M. Torrence serve as members of both the MGP and AGP Boards. Several of the executive officers of MGP are also executive officers of AGP.

The Proposed Merger and Simplification Transactions

Pursuant to the simplification agreement, through a series of transactions, AHGP will become a wholly owned subsidiary of ARLP and all of the AHGP common units will be canceled and converted into the right to receive all of the ARLP common units currently held by AHGP and its subsidiaries. Each AHGP unitholder will hold directly after the simplification transactions the same economic share of ARLP and its subsidiaries that it held indirectly through AHGP before the simplification transactions.

General Partner Structure

The simplification transactions also contemplate that New AHGP GP will become a wholly owned subsidiary of ARLP and the new general partner of AHGP after the simplification transactions. MGP, the general partner of ARLP, will become a wholly owned subsidiary of AGP, the current general partner of AHGP prior to the simplification transactions, and continue to be the general partner of ARLP. As a result, there will be no change of control over the operation of ARLP's business.

Operating Subsidiaries

In order to further simplify the structure, the simplification agreement also provides for the contribution of the general partner and managing member interests in ARLP's operating subsidiaries, AROP and Alliance Coal, to ARLP immediately following the merger. More specifically, SGP, which will hold 100% of the limited partner interests in AHGP following the merger, will contribute such limited partner interests in AHGP, which indirectly owns the SGP Contributed Interests, to ARLP in exchange for the New ARLP Common Units, which are calculated to provide SGP with the same cash flow from distributions after the simplification transactions in respect of the New ARLP Common Units as it would have otherwise received in respect of the SGP Contributed Interests. These steps are being completed so that both AROP and Alliance Coal will be wholly owned, directly and indirectly, by ARLP.

Calculation of Exchange Ratio and Number of New ARLP Common Units

Pursuant to the merger, Merger Sub will merge with and into AHGP, the separate existence of Merger Sub will cease, AHGP will survive and continue to exist as a Delaware limited partnership and each AHGP common unit that is issued and outstanding immediately prior to the effective time of the merger will be canceled and converted into the right to receive a portion of the AHGP unitholder consideration. In the merger, each AHGP unitholder (other than SGP) will receive in exchange for each AHGP common unit held by it a number of ARLP common units equal to "A" divided by "B," where "A" equals (i) the number of ARLP common units held by AHGP and its subsidiaries immediately prior to the merger, plus (ii) the number of New ARLP Common Units, and "B" equals the number of AHGP common units issued and outstanding immediately prior to the merger (including a number of AHGP common units that will be deemed to be outstanding in settlement of certain AHGP deferred phantom units that are held by certain directors of AGP under the Alliance GP, LLC Amended and Restated Directors Annual Retainer and Deferred Compensation Plan, dated as of January 1, 2011 (the "AHGP deferred phantom units")). See "The Simplification

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Agreement "Treatment of AHGP Deferred Phantom Units" for more detail regarding the treatment of the AHGP deferred phantom units in the merger. SGP will receive in the merger a number of ARLP common units equal to the number of ARLP common units it would receive pursuant to the exchange ratio in exchange for the AHGP common units held by it, less the number of New ARLP Common Units it will be issued in exchange for the SGP Contributed Interests. The number of New ARLP Common Units to be issued in exch