

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) July 10, 2017

Pope Resources, A Delaware Limited Partnership

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

91-1313292
(I.R.S. Employer
Identification No.)

19550 Seventh Avenue NE, Poulsbo, Washington 98370
(Address of principal executive offices) (ZIP Code)

Registrant's telephone number, including area code (360) 697-6626

NOT APPLICABLE

(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))

INFORMATION TO BE INCLUDED IN THE REPORT

Item 1.01 Entry into Material Definitive Agreement

On July 7, 2017, the Registrant entered into a Separation and Release Agreement with John D. Lamb, its Chief Financial Officer, the terms of which are summarized under Item 5.02, below, incorporated by reference herein.

Item 5.02 Departure of Certain Officers

On July 10, 2017, the Registrant issued a press release concerning the departure of Chief Financial Officer John D. Lamb. That press release is attached as Exhibit 99.1 and its contents are incorporated herein by reference.

In connection with Mr. Lamb's resignation, he and the Registrant entered into a Separation and Release Agreement dated July 7, 2017. The agreement provides that Mr. Lamb will continue his full-time employment with the Registrant until August 11, 2017, and that he will thereafter serve on an as-needed basis to facilitate the transition of his role to his successor. In exchange for this service and for a complete and final release of claims, Mr. Lamb will be entitled to a continuation of his salary for a period of six months following his termination date, reimbursement of medical and dental insurance premiums for Mr. Lamb and his family during that same period, and an allocation of the award he would be entitled to receive under the Registrant's Long-Term Incentive Plan for the Registrant's 2017 fiscal year.

On July 10, 2017, the Registrant named Daemon P. Repp, age 42, as the Registrant's Director of Finance and principal financial officer, effective on August 11, 2017. Mr. Repp currently serves as Portfolio Manager of the Registrant's timberland private equity business, having served in that capacity, and previously as Investment Analyst, since his August 2010 hire date. Mr. Repp's annual salary will increase to \$170,000 upon his promotion. He will remain eligible to participate in the Registrant's Performance Restricted Unit Plan, and he will become eligible to participate in the Registrant's Long-Term Incentive Plan beginning on January 1, 2018.

Sean M. Tallarico, the Registrant's Controller and principal accounting officer, will continue in these respective roles.

The Registrant has not made any additional awards or grants to Mr. Repp in connection with this appointment, nor has it entered into any employment agreement with Mr. Repp.

There are no family relationships between Mr. Repp and any director or executive officer of the Registrant and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 9.01 Financial Statements and Exhibits.

Exhibit 99.1 Press Release of the Registrant dated July 10, 2017

SIGNATURES

Pursuant to the requirements of Section 13 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.

POPE RESOURCES, A DELAWARE LIMITED PARTNERSHIP

DATE: July 10, 2017

BY: /s/ Thomas M. Ringo _____

Thomas M. Ringo

President and Chief Executive Officer, Pope Resources, A Delaware Limited Partnership, and Pope MGP, Inc., General Partner

Exhibit 99.1

Press Release of the Registrant dated July 10, 2017



Pope Resources
A Limited Partnership

Contact: Thomas M. Ringo
President and CEO
360.697.6626
investors@orminc.com

NEWS RELEASE

FOR IMMEDIATE RELEASE

Nasdaq:POPE
POULSBO, Wash.
July 10, 2017

POPE RESOURCES ANNOUNCES DEPARTURE OF CHIEF FINANCIAL OFFICER

Pope Resources (NASDAQ:POPE) announced today that Chief Financial Officer John D. Lamb is leaving the Partnership effective as of August 11, 2017 to pursue other opportunities. Mr. Lamb has served as the Partnership's principal financial officer since April 20, 2015. The Partnership will promote Daemon P. Repp to the role of principal financial officer with the title of Director of Finance. Mr. Repp's previous role with the Partnership was as a Portfolio Manager supporting the growth of the private equity timber fund business. Mr. Repp is a CFA[®] charterholder. Between now and August 11, Mr. Lamb will assist with the transition of Mr. Repp into his new role. Sean M. Tallarico will continue as principal accounting officer for the Partnership in his role as Controller.

About Pope Resources

Pope Resources, a publicly traded limited partnership, and its subsidiaries Olympic Resource Management and Olympic Property Group, own or manage more than 210,000 acres of timberland and development property in Washington, Oregon, and California. These acres include three private equity timber funds that we manage, co-invest in, and consolidate in our financial statements and from which we earn management fees. The funds provide an efficient means of investing our own capital in Pacific Northwest timberland and earning fee revenue from managing the funds for third-party investors. The Partnership and its predecessor companies have owned and managed timberlands and development properties for more than 160 years. Additional information about the Partnership can be found at www.poperesources.com. The contents of our website are not incorporated into this release or into any of our other filings with the Securities and Exchange Commission.