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HEARTLAND PARTNERS L P
Form 8-K
January 26, 2006

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): JANUARY 26, 2006

HEARTLAND PARTNERS, L.P.
(Exact Name of Registrant as Specified in Charter)

DELAWARE (State or Other Jurisdiction of Incorporation or Organization)	1-10520 (Commission File Number)	36-3606475 (I.R.S. Employer Identification No.)
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53 W. JACKSON BLVD., SUITE 1150 CHICAGO, ILLINOIS (Address of Principal Executive Offices)	60604 (Zip Code)
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Registrant's telephone number, including area code: (312) 834-0592

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))

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On January 26, 2006, CMC Heartland Partners and Lawrence S. Adelson amended Mr. Adelson's Employment Agreement to extend the term to October 31, 2006. The amendment is attached hereto as Exhibit 10.1 and incorporated herein by reference.

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ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

EXHIBIT	DESCRIPTION
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10.1	Amendment No. 1 to Employment Agreement, dated January 26, 2006, between CMC Heartland Partners and Lawrence S. Adelson.

2

SIGNATURES

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.

HEARTLAND PARTNERS, L.P.

By: CMC/HEARTLAND PARTNERS HOLDINGS, INC.,
its General Partner

Date: January 26, 2006

By: /s/ Lawrence S. Adelson

Name: Lawrence S. Adelson
Title: President

EXHIBIT INDEX

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