

Penn Virginia GP Holdings, L.P.  
Form 8-K  
February 03, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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): February 2, 2011**

**Penn Virginia GP Holdings, L.P.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
  
of Incorporation)

**1-33171**  
(Commission  
  
File Number)

**20-5116532**  
(I.R.S. Employer  
  
Identification No.)

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**Five Radnor Corporate Center, Suite 500**

**100 Matsonford Road, Radnor, Pennsylvania**  
(Address of Principal Executive Offices)

**19087**  
(Zip Code)

**Registrant's telephone number, including area code: (610) 975-8200**

**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))

**Item 7.01 Regulation FD Disclosure.**

On February 2, 2011, Penn Virginia GP Holdings, L.P. (the Partnership ) issued a news release announcing that Glass Lewis & Co. and Egan-Jones Proxy Services, proxy advisory firms, recommended that the Partnership's unitholders vote for the previously announced Agreement and Plan of Merger by and among the Partnership, Penn Virginia Resource GP, LLC, Penn Virginia Resource Partners, L.P., PVG GP, LLC and PVR Radnor, LLC and that the Partnership had entered into proposed settlement of the merger-related litigation. A copy of the news release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information furnished pursuant to this Item 7.01 and the accompanying Exhibit 99.1 shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, and is not to be incorporated by reference into any filing of the Partnership.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Penn Virginia GP Holdings, L.P. news release dated February 2, 2011.

**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.

**PENN VIRGINIA GP HOLDINGS, L.P.**

By: PVG GP, LLC

its General Partner

By: /s/ Bruce D. Davis, Jr.  
BRUCE D. DAVIS, JR.  
Executive Vice President and General  
Counsel

Dated: February 2, 2011

**EXHIBIT INDEX**

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