

Penn Virginia GP Holdings, L.P.  
Form 8-K  
March 31, 2008

**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: March 26, 2008**

**(Date of Earliest Event Reported)**

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

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

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

**20-5116532**  
**(IRS Employer**

**Identification No.)**

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Three Radnor Corporate Center, Suite 300

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

19087  
(Zip Code)

Registrant's telephone number, including area code: (610) 687-8900

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 1.01 Entry into a Material Definitive Agreement.**  
**and**

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

On March 26, 2008, Penn Virginia Resource Partners, L.P. ( PVR ) and Penn Virginia Operating Co., LLC (the Operating Company ) entered into the Fourth Amendment (the Note Amendment ) to the Note Purchase Agreements dated March 27, 2003 (the Note Purchase Agreements ) whereunder the Operating Company has issued \$90 million aggregate principal amount of its 6.02% (originally 5.77%) senior notes which are due March 27, 2013. The Note Amendment amended the Note Purchase Agreements to remove the non-cash impact of commodity derivatives in the leverage covenant calculation of the Note Purchase Agreements.

Penn Virginia GP Holdings, L.P. owns 100% of the general partner of PVR, which holds a 2% general partner interest in PVR and an approximately 42% limited partner interest in PVR.

A copy of the Note Amendment is filed as Exhibit 4.1 to this Current Report on Form 8-K and is incorporated herein by reference. The description of the Note Amendment herein is qualified by reference to the text of Exhibit 4.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

- 4.1 Fourth Amendment to Note Purchase Agreement dated as of March 26, 2008 among Penn Virginia Operating Co., LLC, Penn Virginia Resource Partners, L.P. and the noteholders party thereto (incorporated by reference to Exhibit 4.1 to Penn Virginia Resource Partners, L.P.'s Current Report on Form 8-K filed on March 31, 2008).

**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.

Date: March 31, 2008

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

By: PVG GP, LLC,  
its general partner

By: /s/ Nancy M. Snyder  
Nancy M. Snyder  
Vice President and General Counsel

Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
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