

Penn Virginia GP Holdings, L.P.  
Form 8-K  
October 26, 2007

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**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: October 23, 2007

(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

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

**20-5116532**  
(IRS Employer Identification No.)

Incorporation)

**Three Radnor Corporate Center, Suite 300**

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

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

**19087**  
(Zip Code)

**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)

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- “ 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))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On October 23, 2007, the Board of Directors of PVG GP, LLC, general partner of Penn Virginia GP Holdings, L.P. (the Partnership ), approved amendments to the Partnership s Amended and Restated Agreement of Limited Partnership to authorize the issuance of uncertificated common units of the Partnership as circumstances permit (the Partnership Amendments ). The Partnership Amendments allow the Partnership to be eligible to participate in the Direct Registration System ( DRS ), the book-entry only system administered by The Depository Trust Company. The Partnership Amendments were effective on October 23, 2007.

On October 25, 2007, the Board of Directors of Penn Virginia Resource GP, LLC (the General Partner ), general partner of Penn Virginia Resource Partners, L.P. ( PVR ), approved amendments to PVR s First Amended and Restated Agreement of Limited Partnership, as amended, to authorize the issuance of uncertificated common units of PVR as circumstances permit (the PVR Partnership Amendments ). The PVR Partnership Amendments allow PVR to be eligible to participate in the DRS. The PVR Partnership Amendments were effective on October 25, 2007.

The Partnership owns 100% of the General Partner, which holds a 2% general partner interest in PVR, and an approximately 42% limited partner interest in PVR.

A copy of the Partnership s Second Amended and Restated Agreement of Limited Partnership, as amended by the Partnership Amendments, is filed as Exhibit 3.1 to this Current Report on Form 8-K.

A copy of PVR s Second Amended and Restated Agreement of Limited Partnership, as amended by the PVR Partnership Amendments, is filed as Exhibit 3.2 to this Current Report on Form 8-K.

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

(d) Exhibits.

- 3.1 Second Amended and Restated Agreement of Limited Partnership of Penn Virginia GP Holdings, L.P.
- 3.2 Second Amended and Restated Agreement of Limited Partnership of Penn Virginia Resource Partners, L.P. (incorporated by reference to Exhibit 3.1 to Penn Virginia Resource Partners, L.P. s Current Report on Form 8-K filed on October 26, 2007).

**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: October 26, 2007

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

By: PVG GP, LLC,

its general partner

By: /s/ Nancy M. Snyder

Name: Nancy M. Snyder

Title: Vice President, General Counsel and Assistant Secretary

Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 3.1                | Second Amended and Restated Agreement of Limited Partnership of Penn Virginia GP Holdings, L.P.   |
| 3.2                | Second Amended and Restated Agreement of Limited Partnership of Penn Virginia Resource Partners, L.P. (incorporated by reference to Exhibit 3.1 to Penn Virginia Resource Partners, L.P.'s Current Report on Form 8-K filed on October 26, 2007). |