

Penn Virginia GP Holdings, L.P.  
Form 8-K  
February 10, 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 10, 2011 (February 9, 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 2.02 Results of Operations and Financial Condition**

and

**Item 7.01 Regulation FD Disclosure.**

On February 9, 2011, Penn Virginia GP Holdings, L.P. issued a press release regarding its financial results for the three months and year-ended December 31, 2010. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the above information and the press release are being furnished under Items 2.02 and 7.01 of Form 8-K and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section, nor shall such information and exhibit be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934 except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Penn Virginia GP Holdings, L.P. press release dated February 9, 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/ Robert B. Wallace  
ROBERT B. WALLACE  
Executive Vice President and Chief Financial  
Officer

Dated: February 10, 2011

**EXHIBIT INDEX**

(d) Exhibits.

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