

Penn Virginia GP Holdings, L.P.  
Form 8-K  
March 31, 2009

**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 27, 2009**

**(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 27, 2009, Penn Virginia Resource Partners, L.P. ( PVR ), PVR Finco LLC ( Finco ) and Finco's subsidiaries entered into a First Amendment (the Amendment ) to the Amended and Restated Credit Agreement, dated August 5, 2008, among Finco, the Guarantors (as such term is defined in the Credit Agreement) party thereto, PNC Bank, National Association, as Administrative Agent, and the other Lenders (as such term is defined in the Credit Agreement) party thereto (the Credit Agreement ).

The Amendment provides for the amendment of (i) the definition of Consolidated EBITDA to exclude any non-cash impairment of assets and (ii) the pricing schedule to (x) increase the Eurodollar rate margin from a range of 1.250% to 2.250% to a range of 1.750% to 2.750% and (y) increase the floating interest rate margin from a range of 0.000% to 0.750% to a range of 0.250% to 1.250%.

Simultaneous with the Amendment, Finco acknowledged the receipt of a Consolidated Commitment Increase Agreement (the Increase Agreement ) from certain of the Lenders resulting in increased Commitments (as such term is defined in the Credit Agreement) of an additional \$100 million under the Credit Agreement.

Copies of the Amendment and the Increase Agreement are filed as Exhibits 10.1 and 10.2 to this Current Report on Form 8-K and are incorporated herein by reference. The descriptions of the Amendment and the Increase Agreement herein are qualified by reference to the text of Exhibits 10.1 and 10.2.

Penn Virginia GP Holdings, L.P. owns an approximately 37% limited partner interest in PVR and 100% of the general partner of PVR, which holds a 2% general partner interest in PVR.

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

(d) Exhibits.

- 10.1 First Amendment to Amended and Restated Credit Agreement, dated March 27, 2009, among Finco, the Guarantors party thereto, PNC Bank, National Association, as Administrative Agent, and the other Lenders party thereto (incorporated by reference to Exhibit 10.1 to Penn Virginia Resource Partners, L.P.'s Current Report on Form 8-K filed on March 31, 2009).
- 10.2 Consolidated Commitment Increase Agreement, dated March 27, 2009, among the Increasing Lenders (incorporated by reference to Exhibit 10.2 to Penn Virginia Resource Partners, L.P.'s Current Report on Form 8-K filed on March 31, 2009).
- 99.1 Penn Virginia Resource Partners, L.P. press release dated March 31, 2009 (incorporated by reference to Exhibit 99.1 to Penn Virginia Resource Partners, L.P.'s Current Report on Form 8-K filed on March 31, 2009).

**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, 2009

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

By: PVG GP, LLC,  
its general partner

By: /s/ Frank A. Pici  
Name: Frank A. Pici  
Title: Vice President and Chief Financial Officer

Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
10.1	First Amendment to Amended and Restated Credit Agreement, dated March 27, 2009, among Finco, the Guarantors party thereto, PNC Bank, National Association, as Administrative Agent, and the other Lenders party thereto (incorporated by reference to Exhibit 10.1 to Penn Virginia Resource Partners, L.P.'s Current Report on Form 8-K filed on March 31, 2009).
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