

Penn Virginia GP Holdings, L.P.
Form 8-K
October 10, 2007

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 8, 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 Incorporation)

1-33171
(Commission File Number)

20-5116532
(IRS Employer

Identification No.)

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)

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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))
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Item 1.01 Entry into a Material Definitive Agreement.

On October 8, 2007, Penn Virginia Resource Partners, L.P. (PVR), Penn Virginia Operating Co., LLC (the Operating Company) and the Operating Company s subsidiaries entered into a Fifth Amendment (the Amendment) to the Amended and Restated Credit Agreement, as amended, dated March 3, 2005, among the Operating Company, 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 that the Operating Company, or its subsidiaries, are permitted to engage in the business of collecting Hydrocarbon (as such term is defined in the Credit Agreement) royalties.

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 Amendment is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference. The description of the Amendment herein is qualified by reference to the text of Exhibit 10.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

- 10.1 Fifth Amendment to Amended and Restated Credit Agreement, dated October 8, 2007, among Penn Virginia Operating Co., LLC, the Guarantors party thereto, PNC Bank, National Association, as Administrative Agent and the other Lenders party thereto, and in their stated capacities (incorporated by reference to Exhibit 10.1 to Penn Virginia Resource Partners, L.P. s Current Report on Form 8-K filed on October 10, 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 10, 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 and General Counsel

Exhibit Index

Exhibit No.	Description
10.1	Fifth Amendment to Amended and Restated Credit Agreement, dated October 8, 2007, among Penn Virginia Operating Co., LLC, the Guarantors party thereto, PNC Bank, National Association, as Administrative Agent and the other Lenders party thereto, and in their stated capacities (incorporated by reference to Exhibit 10.1 to Penn Virginia Resource Partners, L.P.'s Current Report on Form 8-K filed on October 10, 2007).