

Penn Virginia GP Holdings, L.P.
Form POS AM
April 25, 2011

As filed with the Securities and Exchange Commission on April 25, 2011

Registration No. 333-164253

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-3

REGISTRATION STATEMENT

(Registration No. 333-164253)

UNDER

THE SECURITIES ACT OF 1933

PENN VIRGINIA GP HOLDINGS, L.P.

(Exact name of registrant as specified in its charter)

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Delaware
(State or other jurisdiction of
incorporation or organization)

20-5116532
(I.R.S. Employer
Identification No.)

Five Radnor Corporate Center, Suite 500

100 Matsonford Road

Radnor, Pennsylvania 19087

(610) 975-8200

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

Bruce D. Davis, Jr.

Executive Vice President,

General Counsel & Secretary

Five Radnor Corporate Center, Suite 500

100 Matsonford Road

Radnor, Pennsylvania 19087

(610) 975-8200

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 (this Post-Effective Amendment) relates to Registration Statement No. 333-164253 of Penn Virginia GP Holdings, L.P. (Holdings) on Form S-3 (the Registration Statement) registering 20,077,429 common units representing limited partner interests in Holdings (Holdings common units).

On March 10, 2011, pursuant to the Agreement and Plan of Merger (the Merger Agreement) dated as of September 21, 2010 among Holdings, PVG GP, LLC (Holdings GP), Penn Virginia Resource Partners, L.P. (the Partnership), Penn Virginia Resource GP, LLC (the Partnership GP) and PVR Radnor, LLC (MergerSub), Holdings and Holdings GP merged with and into MergerSub, with MergerSub surviving as a subsidiary of the Partnership (the Merger). MergerSub was subsequently merged with and into the Partnership GP, with the Partnership GP being the surviving entity (the Second Merger). As a result of the effectiveness of both the Merger and the Second Merger, the separate existence of Holdings ceased, the separate existence of Holdings GP ceased and the separate existence of MergerSub ceased, and the Partnership GP survived as a Delaware limited liability company and as a subsidiary of the Partnership. Under the Merger Agreement, each outstanding Holdings common unit was converted into the right to receive 0.98 common units representing limited partner interests in the Partnership.

As a result of the Merger, Holdings has terminated any and all offerings of its Holdings common units pursuant to the Registration Statement. Accordingly, Holdings hereby terminates the effectiveness of the Registration Statement and, in accordance with an undertaking made by Holdings in Part II of the Registration Statement to remove from registration, by means of a post-effective amendment, any Holdings common units that had been registered for issuance but remain unsold at the termination of the offering, removes from registration any and all Holdings common units registered but unsold under the Registration Statement as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Radnor, Commonwealth of Pennsylvania, on the 25th day of April, 2011.

PENN VIRGINIA GP HOLDINGS, L.P.

By: Penn Virginia Resource GP, LLC,

as successor to Penn Virginia GP Holdings, L.P.
following the Merger and the Second Merger
described herein

By: /s/ **WILLIAM H. SHEA, JR.**
William H. Shea, Jr.
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed below by or on behalf of the following persons on behalf of Penn Virginia Resource GP, LLC, as successor to Penn Virginia GP Holdings, L.P. pursuant to the Merger and the Second Merger as described herein, and in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--------------------------------------|----------------|
| /s/ WILLIAM H. SHEA, JR. William H. Shea, Jr. | Director and Chief Executive Officer | April 25, 2011 |
| /s/ EDWARD B. CLOUES, II Edward B. Cloues, II | Director | April 25, 2011 |
| /s/ JAMES L. GARDNER James L. Gardner | Director | April 25, 2011 |
| /s/ THOMAS W. HOFMANN Thomas W. Hofmann | Director | April 25, 2011 |
| /s/ JAMES R. MONTAGUE James R. Montague | Director | April 25, 2011 |
| /s/ MARSHA R. PERELMAN Marsha R. Perelman | Director | April 25, 2011 |
| /s/ ROBERT J. HALL Robert J. Hall | Director | April 25, 2011 |
| /s/ JOHN C. VAN RODEN, JR. John C. van Roden, Jr. | Director | April 25, 2011 |
| /s/ JONATHAN B. WELLER Jonathan B. Weller | Director | April 25, 2011 |