

Penn Virginia GP Holdings, L.P.  
Form 8-K  
July 24, 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: July 24, 2009 (July 21, 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 5.05. Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

On July 21, 2009, the board of directors of PVG GP, LLC (the "General Partner"), the general partner of Penn Virginia GP Holdings, L.P. ("PVG"), amended the General Partner's Code of Business Conduct and Ethics (the "Code"). The principal amendments to the Code were as follows:

- (i) Amending the "Securities Law and Insider Trading" provision to conform it to the General Partner's existing Policy Regarding Special Trading Procedures;
- (ii) Adding an "Authorization and Documentation" provision, which deals with the authorization and proper documentation of transactions;
- (iii) Revising the harassment provision to clarify that all forms of inappropriate behavior, and not just illegal harassment, are prohibited; and
- (iv) Amending the "Confidential Information" provision to provide additional guidelines regarding the treatment of confidential information.

The Code applies to all directors, officers and employees of the General Partner, including its Chief Executive Officer, Chief Financial Officer, principal accounting officer or controller or persons performing similar functions, and all employees of any affiliate of the General Partner who provide services to PVG. A copy of the Code, as amended, is filed as Exhibit 14.1 to this Current Report on Form 8-K and is incorporated herein by reference. A current copy of the Code is also available at the "Governance" section of PVG's website, <http://www.pvgpholdings.com>, or in print upon request to PVG GP, LLC, Attention: Secretary, Three Radnor Corporate Center, Suite 300, 100 Matsonford Road, Radnor, Pennsylvania 19087, without charge.

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

- (d) Exhibits.

14.1 PVG GP, LLC Code of Business Conduct and Ethics.

**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: July 24, 2009

**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, Chief Administrative Officer and  
General Counsel

Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>                               |
|--------------------|--|
| 14.1               | PVG GP, LLC Code of Business Conduct and Ethics. |