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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): May 3, 2017**

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**PENN VIRGINIA CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

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**Virginia**  
(State or Other Jurisdiction  
of Incorporation)

**1-13283**  
(Commission  
File Number)

**23-1184320**  
(IRS Employer  
Identification No.)

**14701 St. Mary's Lane, Suite 275**  
**Houston, Texas**  
(Address of Principal Executive Offices)

**77079**  
(Zip Code)

**Registrant's telephone number, including area code: (713) 722-6500**

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The 2017 Annual Meeting of Shareholders (the “Annual Meeting”) of Penn Virginia Corporation (the “Company”) was convened on May 3, 2017. The following matters were voted upon by the shareholders at the Annual Meeting. Each such matter received the number of votes set forth below.

- (1) The election of four directors, each to serve until the next Annual Meeting of Shareholders and until their respective successors are duly elected and qualified:

<u>NAME</u>	<u>FOR</u>	<u>WITHHELD</u>	<u>BROKER NON-VOTES</u>
Harry Quarls	9,676,569	5,131	2,151,387
Darin G. Holderness	9,676,514	5,186	2,151,387
Marc McCarthy	9,676,652	5,048	2,151,387
Jerry R. Schuyler	9,676,652	5,048	2,151,387

- (2) The holding of an advisory vote on executive compensation:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
9,669,905	11,017	778	2,151,387

- (3) The holding of an advisory vote on the frequency of future advisory votes on executive compensation:

<u>ONE YEAR</u>	<u>TWO YEARS</u>	<u>THREE YEARS</u>	<u>ABSTAIN</u>
8,998,369	714	681,175	1,442

In light of the voting results with respect to Proposal 3, the Board of Directors of the Company (the “Board”) has determined that the Company will hold future advisory votes on executive compensation on an annual basis until the next advisory vote on the frequency of future advisory votes on executive compensation, or until the Board otherwise determines a different frequency for such advisory votes.

- (4) The ratification of the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
11,831,291	1,132	664	0

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**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: May 8, 2017

**Penn Virginia Corporation**

By: /s/ Katherine J. Ryan

Name: Katherine J. Ryan

Title: Vice President, Chief Legal Counsel &  
Corporate Secretary