

**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 (Date of Earliest Event Reported): May 4, 2020**



**PENN VIRGINIA CORPORATION  
(Exact Name of Registrant as Specified in its Charter)**

**Virginia**  
(State or other jurisdiction  
of incorporation)

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

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

**16285 Park Ten Place, Suite 500  
Houston Texas**  
(Address of Principal Executive Offices)

**77084**  
(Zip Code)

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

**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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 Par Value	PVAC	Nasdaq Global Select Market

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.

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

Penn Virginia Corporation (the “Company” or “we”) held its 2020 Annual Meeting of Shareholders on May 4, 2020 (the “Annual Meeting”). 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 five directors, each to serve until the next Annual Meeting of Shareholders and until their respective successors are duly elected and qualified:

<b>Name</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
John A. Brooks	12,445,872	34,450	2,400	944,460
Tiffany Thom Cepak	12,457,752	24,014	956	944,460
Darin G. Holderness	12,365,831	115,851	1,040	944,460
Brian Steck	12,391,589	90,116	1,017	944,460
Jeffrey E. Wojahn	12,460,664	21,041	1,017	944,460

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

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
12,309,249	24,869	148,604	944,460

(3) 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, 2020:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
13,382,160	44,741	281	0

The size of the Company’s board of directors was reduced from seven directors to five directors effective at the Annual Meeting.

**Item 7.01 Regulation FD Disclosure.**

The Company has maintained an active “shelf” registration statement for a number of years which is scheduled to expire in the near future. At the present time, we do not believe that the market conditions for capital markets transactions are viable for entities of our size within our industry. Accordingly, we do not consider such transactions as a potential source of capital at this time. However, to allow for flexibility and as is customary for public companies, we intend to maintain an effective shelf registration statement to allow for optionality, including by filing in the near term a new shelf registration statement on Form S-3 in advance of the expiration of our current registration statement.

**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.

May 8, 2020

**PENN VIRGINIA CORPORATION**

By: /s/ Katherine Ryan  
Katherine Ryan  
Vice President, Chief Legal Counsel and Corporate Secretary