

**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 5, 2021**

**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, TX**  
(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	The 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.

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**Item 8.01. Other Information.**

On May 5, 2021, Penn Virginia Corporation (the "Company") issued a press release announcing a proposed private offering of senior unsecured notes to certain eligible purchasers. On May 7, 2021, the Company determined to defer the offering.

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

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press Release Issued by Penn Virginia dated May 5, 2021.</a>
104	The cover page from Penn Virginia Corporation's Current Report on Form8-K, formatted in Inline XBRL (included as Exhibit 101).

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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.

May 7, 2021

**PENN VIRGINIA CORPORATION**

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



#### Penn Virginia Announces Proposed \$350 Million Offering of Senior Unsecured Notes

Houston, May 5, 2021 (GLOBE NEWSWIRE) — Penn Virginia Corporation (“Penn Virginia”) (NASDAQ: PVAC) today announced that, subject to market conditions and other factors, its indirect, wholly owned subsidiary Penn Virginia Holdings, LLC intends to offer \$350 million aggregate principal amount of senior unsecured notes due 2028 (the “Notes”). Penn Virginia intends to use the proceeds from the offering to fully repay and terminate its second lien term loan, to repay a portion of outstanding borrowings under its reserve based revolving credit facility and to pay related fees and expenses.

The Notes will be offered and sold in a private placement to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to non-U.S. persons in transactions outside the United States pursuant to Regulation S under the Securities Act.

The Notes will not be registered under the Securities Act or any state securities laws and may not be offered or sold in the United States or to, or for the benefit of, U.S. persons absent registration under, or an applicable exemption from, the registration requirements of the Securities Act and applicable state securities laws.

This announcement does not constitute an offer to sell or a solicitation of an offer to buy the Notes or any other security and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which, or to any persons to whom, such an offer, solicitation or sale would be unlawful. Any offers of the Notes will be made only by means of a private offering memorandum.

#### About Penn Virginia Corporation

Penn Virginia Corporation is a pure-play independent oil and gas company engaged in the development and production of oil, natural gas liquids and natural gas, with operations in the Eagle Ford shale in south Texas.

#### Forward-Looking Statements

This communication contains certain “forward-looking” statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Statements that are not descriptions of historical facts are forward-looking statements, and such statements are often identified by the words “anticipate,” “guidance,” “assumptions,” “projects,” “estimates,” “expects,” “continues,” “intends,” “plans,” “believes,” “forecasts,” “future,” “potential,” “may,” “possible,” “could” and variations of such words or similar expressions, including the negative thereof, to identify forward-looking

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statements. Because such statements include risks, uncertainties, and contingencies, actual results may differ materially from those expressed or implied by such forward-looking statements. Information concerning these and other factors can be found in our press releases and public filings with the U.S. Securities and Exchange Commission. Many of the factors that will determine our future results are beyond the ability of management to control or predict. In addition, readers should not place undue reliance on forward-looking statements, which reflect management's views only as of the date hereof. The statements in this communication speak only as of the date of the communication. We undertake no obligation to revise or update any forward-looking statements, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable law.

**Contact**

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