

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* Mangrove Partners Master Fund, Ltd.			2. Issuer Name and Ticker or Trading Symbol PENN VIRGINIA CORP [PVAC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last) 645 MADISON AVE, 14 FLOOR	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/05/2020					
(Street) NEW YORK, NY 10022			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock of \$0.01 par value	06/08/2020		S		646	D	\$ 18.0917	1,728,736	D (2)	
Common stock of \$0.01 par value	06/08/2020		S		654	D	\$ 18.0917	1,728,082	D (2)	
Common stock of \$0.01 par value	06/08/2020		S		50,000	D	\$ 17.9696	1,678,082	D (2)	
Common stock of \$0.01 par value	06/08/2020		S		545,831	D	\$ 17.8486	1,132,251	D (2)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Cash settled total return swap (obligation to buy)	(1)	06/05/2020		S		106,976	(1)	11/14/2022	Common stock of \$0.01 par value	106,976	\$ 15.8981	0	D (2)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mangrove Partners Master Fund, Ltd. 645 MADISON AVE, 14 FLOOR NEW YORK, NY 10022		X		
MANGROVE PARTNERS 645 MADISON AVENUE, 14TH FLOOR NEW YORK, NY 10022		X		
AUGUST NATHANIEL H. 645 MADISON AVENUE, 14TH FLOOR NEW YORK, NY 10022		X		

Signatures

/s/ Nathaniel H. August, as Director of Mangrove Partners as Investment Manager		06/10/2020
**Signature of Reporting Person		Date
/s/ Nathaniel H. August, Director		06/10/2020
**Signature of Reporting Person		Date
/s/ Nathaniel H. August		06/10/2020
**Signature of Reporting Person		Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- These cash-settled total return swaps were entered into by The Mangrove Partners Master Fund, Ltd. ("Master Fund") with Morgan Stanley Capital Services LLC as the counterparty between November 9, 2017 and August 8, 2018 at prices between \$33.45 and \$79.73. The swaps can be settled and closed at any time by Master Fund. The swaps provide Master Fund with economic
- (1) exposure to the Common Stock referenced in the swap (the "Subject Securities"), benefiting Master Fund if the price of the Common Stock increases, and benefiting counterparty if the price of the Common Stock decreases. The swap does not provide Master Fund with the power to vote or direct the voting or dispose of, or to dispose or direct the disposition of, the Subject Securities, nor the right to acquire such power over the Subject Securities. The Reporting Persons expressly disclaim beneficial ownership of the Subject Securities.
 - (2) Master Fund, Mangrove Partners, the investment manager of Master Fund, and Nathaniel H. August, the principal of Mangrove Partners, may be deemed to indirectly beneficially own the securities reported herein and disclaims beneficial ownership of these securities, except to the extent of its or his pecuniary interest therein, if any.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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