

VALERO GP HOLDINGS LLC

Form 8-A12B

July 11, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-A  
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR (G) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
VALERO GP HOLDINGS, LLC  
(Exact name of registrant as specified in its charter)**

**Delaware**  
(State of incorporation or organization)

**84-0470977**  
(I.R.S. Employer Identification No.)

**One Valero Way  
San Antonio, Texas 78249**  
(Address of principal executive offices and zip code)

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

**Title of each class  
to be so registered:**

**Name of each exchange on which  
each class is to be registered:**

Units representing limited liability company interests

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.  S

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.  £

Securities act registration statement file number to which this form relates: 333-132917

Securities to be registered pursuant to Section 12(g) of the Act: None

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**Item 1. Description of Registrant's Securities to be Registered.**

A description of the units representing limited liability company interests in Valero GP Holdings, LLC (the Registrant) will be set forth under the captions Prospectus Summary, How We Make Cash Distributions, Description of Our Units, Description of Our Limited Liability Company Agreement and Material Tax Consequences in the prospectus to be filed by the Registrant pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which prospectus will constitute a part of the Registrant's Registration Statement on Form S-1, as amended (Registration No. 333-132917), initially filed with the Securities and Exchange Commission on March 31, 2006. Such prospectus, in the form in which it is so filed, shall be deemed to be incorporated herein by reference.

**Item 2. Exhibits.**

The following exhibits to this Registration Statement on Form 8-A are incorporated by reference from the documents specified, which have been filed with the Securities and Exchange Commission.

<b>Exhibit No.</b>	<b>Description</b>
1.	Registrant's Form S-1 Registration Statement (Registration No. 333-132917), initially filed with the Securities and Exchange Commission on March 31, 2006 and as subsequently amended (the Form S-1 Registration Statement) (incorporated herein by reference).
2.	Certificate of Formation of the Registrant (incorporated herein by reference to Exhibit 3.01 to the Form S-1 Registration Statement).
3.	Form of Second Amended and Restated Limited Liability Company Agreement of the Registrant (incorporated herein by reference to Exhibit 3.02 to the Form S-1 Registration Statement).
4.	Specimen Unit Certificate for the Units (incorporated herein by reference to Exhibit 4.26 to the Form S-1 Registration Statement).

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: July 11, 2006

**VALERO GP HOLDINGS, LLC**

By: /s/ Bradley C. Barron

Name: Bradley C. Barron

Title: Vice President - General Counsel and  
Secretary

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**INDEX TO EXHIBITS**

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