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Eastern Time, on March 16, 2011 and, on a preliminary basis, approximately 38,562 rights were subscribed to by existing shareholders. Rights that were not subscribed for as provided in the Rights Offering documentation have expired and have zero value. Any shares that were not subscribed for pursuant to the Rights Offering will be purchased by the standby purchaser pursuant to the Standby Purchase Agreement. The Registrant will have 1,623,250 shares outstanding after the Rights Offering, including shares purchased by the standby purchaser.

A copy of the Press Release dated March 17, 2011 related to the matters set forth herein is attached to this Current Report on Form 8-K as Exhibit 99.1.

SECTION 9 FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit

| No. | Description |
|------|---|
| 99.1 | Press Release of Pittsburgh & West Virginia Railroad dated March 17, 2011 |

SIGNATURE

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: March 17, 2011

PITTSBURGH & WEST VIRGINIA RAILROAD

By: /s/ David H. Lesser
Name: David H. Lesser
Title: CEO and Chairman