

PLAINS GP HOLDINGS LP
Form 4
October 23, 2013

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SINNOTT ROBERT V

2. Issuer Name and Ticker or Trading Symbol
PLAINS GP HOLDINGS LP
[PAGP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/21/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

1800 AVENUE OF THE STARS,
3RD FLR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LOS ANGELES, CA 90067-4219

(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 Ownership (Instr. 4)
			Code V	Amount	(A) or (D) Price		
Class B Shares representing limited partner interests	10/21/2013		A ⁽¹⁾⁽²⁾	104,654,119	A \$ 0 104,654,119 ⁽³⁾	I	See Footnotes 1 and 2 ⁽¹⁾ <u>(2)</u>
Units in PAA GP Holdings LLC	10/21/2013		A ⁽¹⁾⁽²⁾	104,654,119	A \$ 0 104,654,119 ⁽³⁾	I	See Footnotes 1 and 2 ⁽¹⁾ <u>(2)</u>

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

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(9-02)

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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Units in Plains AAP, L.P.	\$ 0	10/21/2013		J ⁽⁴⁾	104,654,119	(1)(2)	(1)(2)			Class A Shares	104,654,119

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SINNOTT ROBERT V
1800 AVENUE OF THE STARS, 3RD FLR X
LOS ANGELES, CA 90067-4219

Signatures

/s/ Ann F. Gullion attorney-in-fact for Robert V. Sinnott

10/23/2013

**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).

- As of the date of this Form 4, the Reporting Person holds an indirect ownership interest in Plains GP Holdings, L.P. (the "Issuer") through his ownership in KAFU Holdings, L.P. and KAFU Holdings II, L.P. (collectively, "KAFU"). Further, the Reporting Person is the Chief Executive Officer of Kayne Anderson Capital Advisors, L.P., the managing member of the manager of KAFU, and therefore he may be
- deemed to be the beneficial owner of all of the interests held by KAFU. Pursuant to the contribution agreement dated October 21, 2013 by and among the Issuer, PAA GP Holdings LLC and the other parties signatory thereto entered into in connection with the closing of the initial public offering by the Issuer (the "offering"), KAFU received an aggregate of 104,654,119 Class B shares of the Issuer (the "Class B shares") in exchange for certain contributions to the Issuer and the general partner of the Issuer.
 - In addition, the limited partnership agreement of Plains AAP, L.P. ("AAP") was amended and restated to provide that each limited partner of AAP, including KAFU, will have the right, at any time (without expiration) and from time to time, to immediately exchange (the "Exchange Right") its Class A Units in AAP (the "AAP Units"), together with a like number of Class B shares and units of the Issuer's

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general partner (the "GP Units"), for a like number of Class A shares of the Issuer (the "Class A shares").. The Exchange Right may be settled in cash at the option of the Issuer and, as a result the Reporting Person may not be deemed to beneficially own any of the Class A shares reported herein. For reporting purposes, nonetheless, the number of Class A shares included in the table above represents the number of Class B shares owned by KAFU, that are potentially exchangeable for an equivalent number of Class A shares.

- (3) The Reporting Person disclaims beneficial ownership of the securities held by KAFU, except to the extent of his pecuniary interest therein.
- (4) The Reporting Person may have been deemed to beneficially own the AAP Units prior to the consummation of the offering. The AAP Units, collectively with the Class B Shares and the GP Units, constitute the derivative acquired as described herein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.