Plains GP Holdings LP INACTIVE Form 3

October 15, 2013

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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)

Limited Partner Interest

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Plains GP Holdings LP INACTIVE [PAGP] ARMSTRONG GREG L (Month/Day/Year) 10/15/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 333 CLAY STREET, # 1600 (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Director _X_ 10% Owner _X_ Form filed by One Reporting _X_ Officer Other Person HOUSTON, TXÂ 77002 (give title below) (specify below) Form filed by More than One Chairman & CEO Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5)

 $0^{(1)}(2)$

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

SEC 1473 (7-02)

Ι

See footnote (1) (2)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	orm of (Instr. 5)
	Date Exercisable	Expiration Date		Amount or Number of	Derivative Security	Security: Direct (D) or Indirect	

Shares

(I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

ARMSTRONG GREG L

333 CLAY STREET, # 1600 \hat{A} X \hat{A} X \hat{A} Chairman & CEO \hat{A}

HOUSTON, TXÂ 77002

Signatures

/s/ Greg L.

10/15/2013

Armstrong

Date

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

This Form 3 is being filed in connection with the effectiveness of the Registration Statement (the "Registration Statement") on Form S-1 (Registration No. 333-190227) of Plains GP Holdings, L.P. (the "Issuer"). As of the date of this Form 3, the Reporting Person holds an indirect ownership interest in the Issuer through his ownership in PAA Management, L.P. PAA Management, L.P. directly holds 100% of the limited partner interest in the Issuer.

(2) The Reporting Person disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein. 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.

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