PLAINS GP HOLDINGS LP

Form 4

December 31, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

Issuer

below)

Symbol

PLAINS GP HOLDINGS LP

(Check all applicable)

5. Relationship of Reporting Person(s) to

[PAGP]

(Last) (First) 3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

1800 AVE OF THE STARS, 3RD

(Middle)

FLR

Security

(Instr. 3)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

12/31/2013

X Form filed by One Reporting Person Form filed by More than One Reporting

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

LOS ANGELES, CA 90067

(City) (State) (Zip) 2. Transaction Date 2A. Deemed 1. Title of

(Street)

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

5. Amount of Securities Beneficially Owned

(Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

Following Reported Transaction(s)

(Instr. 4)

(Instr. 4)

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

(Month/Day/Year)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

Transaction Derivative

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount of Underlying

1

8. I

Dei

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	` ,		Securities (Instr. 3 and 4)		Sec (Ins		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class A Units in Plains AAP,	\$ 0	12/31/2013		J(4)(5)			958,752	(1)(2)	(1)(2)	Class A Shares	958,752	

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
SINNOTT ROBERT V 1800 AVE OF THE STARS 3RD FLR LOS ANGELES, CA 90067	X							

Signatures

Robert V.
Sinnott

12/31/2013

**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 KAFU, and therefore he may be deemed to be the

(1) 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

- (2) 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 derivative securities 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.

Reporting Owners 2

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(5) The reported transaction is an in-kind distribution to two KAFU Holdings, L.P. limited partners for the sole purpose of affecting charitable gifts.

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.