

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) – **May 19, 2021**

Plains GP Holdings, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-36132
(Commission File Number)

90-1005472
(IRS Employer Identification No.)

333 Clay Street, Suite 1600, Houston, Texas 77002
(Address of principal executive offices) (Zip Code)

713-646-4100
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Shares	PAGP	Nasdaq

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The 2021 annual meeting of Class A, Class B and Class C shareholders (collectively, the “Shareholders”) of Plains GP Holdings, L.P. (“PAGP” or the “Partnership”) was held on May 19, 2021. At the annual meeting, the Shareholders considered and voted on the following matters, each of which is described in greater detail in PAGP’s Proxy Statement dated April 12, 2021 (the “Proxy Statement”): (i) the election of four Class III directors to serve on the board of directors of PAA GP Holdings LLC until the 2024 annual meeting; (ii) the ratification of the appointment of PricewaterhouseCoopers LLP as PAGP’s and Plains All American Pipeline, L.P.’s (“PAA”) independent registered public accounting firm for the fiscal year ending December 31, 2021; and (iii) the approval, on a non-binding advisory basis, of our named executive officer compensation. In addition, at the annual meeting, Class A and Class B Shareholders considered and voted on how to instruct Plains AAP, L.P. to vote the common units of PAA that Plains AAP, L.P. owns at PAA’s annual meeting with respect to the approval of the Plains All American 2021 Long-Term Incentive Plan, as described in the Proxy Statement.

The voting results for each matter presented at the PAGP annual meeting were as follows (Note, for Items 1, 3 and 4 below, which are considered non-routine matters, broker non-votes are not considered votes cast and have no impact on the outcome. Out of the 792,499,429 Class A, Class B and Class C shares eligible to vote on Items 1, 2 and 3, approximately 83%, or 655,144,649 shares, were represented in person or by proxy at the PAGP annual meeting.):

- Class A, Class B and Class C shareholders voted on the election of four Class III directors to serve on the board of directors of PAA GP Holdings LLC until the 2024 annual meeting as follows:

Nominees	For	Withheld	Percentage of Votes	
			Cast FOR	Broker Non-Votes
1. Greg L. Armstrong	513,776,270	12,590,535	97.6%	128,777,844
2. John T. Raymond	515,048,489	11,318,316	97.9%	128,777,844
3. Bobby S. Shackouls	480,127,870	46,238,935	91.2%	128,777,844
4. Christopher M. Temple	509,876,184	16,490,621	96.9%	128,777,844

- Class A, Class B and Class C shareholders voted on the ratification of the appointment of PricewaterhouseCoopers LLP as PAGP’s and Plains All American Pipeline, L.P.’s independent registered public accounting firm for the fiscal year ending December 31, 2021 as follows:

For	Against	Abstained	Percentage of Votes	
			Cast FOR	Broker Non-Votes
630,976,519	22,897,821	1,270,309	96.3%	-0-

- Class A, Class B and Class C shareholders voted on the approval, on a non-binding advisory basis, of our named executive officer compensation as follows:

For	Against	Abstained	Percentage of Votes	
			Cast FOR	Broker Non-Votes
512,783,799	10,255,227	3,327,779	97.4%	128,777,844

- Class A and Class B shareholders voted to instruct Plains AAP, L.P. to vote the PAA common units that it owns at the PAA annual meeting on the approval of the Plains All American 2021 Long-Term Incentive Plan as follows (Note that out of the 244,908,836 Class A and Class B shares eligible to vote on this matter, approximately 82%, or 200,936,421 shares, were represented in person or by proxy at the PAGP annual meeting.):

For	Against	Abstained	Percentage of Votes	
			Cast FOR*	Broker Non-Votes
170,446,607	2,632,963	1,138,854	97.8%	26,717,997

*With respect to Item 4, PAGP Class A and Class B Shareholders voted on a “pass-through” basis by instructing Plains AAP, L.P. how to vote the PAA common units that it owns on Item 4 at the PAA annual meeting.

SIGNATURES

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.

PLAINS GP HOLDINGS, L.P.

Date: May 25, 2021

By: PAA GP Holdings LLC, its general partner

By: /s/ Richard McGee

Name: Richard McGee

Title: Executive Vice President, General Counsel & Secretary