

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person* <u>McCarthy Kevin S</u>			2. Date of Event Requiring Statement (Month/Day/Year) <u>10/01/2020</u>		3. Issuer Name and Ticker or Trading Symbol <u>PLAINS GP HOLDINGS LP [ PAGP ]</u>	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) <u>Director</u>			5. If Amendment, Date of Original Filed (Month/Day/Year)
<u>811 MAIN, 14TH FLOOR</u>						
(Street) <u>HOUSTON TX 77002</u>						6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)						

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Shares representing limited partner interests</u>	<u>99,069</u>	<u>D</u>	

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 Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Class A Units/Class B Shares/GP Units</u>	<u>(2)</u>	<u>(2)</u>	<u>Class A Shares</u>	<u>15,861,958</u>	<u>0</u>	<u>I</u>	<u>See Footnotes<sup>(1)(2)(3)</sup></u>

Explanation of Responses:

- Reporting Person is the Vice Chairman of Kayne Anderson Capital Advisors, L.P. ("KACALP"), the managing member of the manager of KAFU Holdings (QP), L.P. ("KAFU"), and therefore he may be deemed to be the beneficial owner of all of the interests held by KAFU.
- The limited partnership agreement of Plains AAP, L.P. ("AAP") provides that each limited partner of AAP, including KAFU, has the right at any time (without expiration) and from time to time, to exchange (the "Exchange Right") its Class A Units in AAP (the "AAP Units"), along with the associated Class B shares in the Issuer (the "Class B Shares") and GP Units in PAA GP Holdings LLC (the "GP Units") for Class A Shares of the Issuer on a one-for-one basis. 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 securities reported herein as indirectly owned. For reporting purposes, however, the number of securities reported as indirectly owned represents the number of AAP Units, Class B Shares and GP Units owned by KAFU that are potentially exchangeable for an equivalent number of Class A Shares.
- Reporting Person disclaims beneficial ownership of the securities held by KAFU, except to the extent of his pecuniary interest therein.

/s/ Kevin S. McCarthy

\*\* Signature of Reporting Person

10/01/2020

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Richard McGee, Ann F. Gullion and Chris Griffith, or  
(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the  
(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Plains GP Holdings, L.P. (the  
(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such  
(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of be  
The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever  
This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect  
IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of October, 2020.

/s/ Kevin S. McCarthy