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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 2)

PLAINS GP HOLDINGS, L.P.

(Name of Issuer)

CLASS A SHARES

(Title of Class of Securities)

72651A108

(CUSIP Number)

Check the following box if a fee is being paid with this statement \Box . (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

	NAME OF REPORTING PERSON					
1	S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
	A) KAYNE ANDERSON CAPITAL ADVISORS, L.P 95-4486379(B) RICHARD A. KAYNE					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*					
2	(a) □					
3	SEC USE ONLY					
	CITIZENSUD OD DI ACE OF ODCANIZATION					
4	CITIZENSHIP OR PLACE OF ORGANIZATION (A) IS A CALIFORNIA LIMITED PARTNERSHIP					
-	(B) UNITED STATES					
	1		SOLE VOTING POWER			
		5	(A) 0 (B) 549,917			
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WITH		7	(A) 0 (B) 549,917			
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	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*					
9	(A) 6,773,541 (B) 7,323,458					
4.0	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*					
10						
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
11	(A) 4.45% (B) 4.81%					
	TYPE OF REPORTING PERSON*					
12	(A) IA (B) IN					

*SEE INSTRUCTIONS BEFORE FILLING OUT!

PAGE 2 OF 8

Schedule 13G

Iten 1. (a) Susce: (b) Address: Plains GP Holdings, LP. 333 Gay Street Suite 1000 Houston, TX 77002 Iten 2. (a) Filing Persons: Kayne Anderson Capital Advisors, L.P. (b) Addresse: 1800 Avenue of the Stars, Third Floor Los Angeles, CA 90067 BioN Avenue of the Stars, Third Floor Los Angeles, CA 90067 (c) Guizenship: Kayne Anderson Capital Advisors, L.P. is a Califortime Richard A. Kayne is a U.S. Citizen Hint Floor Los Angeles, CA 90067 (d) Tute of Class of Security: Cass A Shares 265 StA108 Iten 3. 265 StA108 Startenet is filed pursume starte startenet startenet advisers registered understor 203 of the Investment Advisers Act of 1940. Iten 4. Overeship (a) Anount Beneficial JOSS, L.P. Is an ainvestment adviser registered understor 203 of the Investment Advisers Act of 1940. Iten 4. Overeship (a) Anount Beneficial JOSS, L.P. Managed Accounts Stra23, Stra24	*****									
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Schedule 13G

Plains GP Holdings, L.P.(Issuer)

- Item 5. Ownership of Five Percent or Less of a Class If this statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following ⊠.
- Item 6. Ownership of More than Five Percent on Behalf of Another Person. Not applicable.
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company Not applicable.
- Item 8. Identification and Classification of Members of the Group Not applicable
- Item 9. Notice of Dissolution of Group Not applicable
- Item 10. Certification

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

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Schedule 13G

Plains GP Holdings, L.P.(Issuer)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

June 12, 2017

Date

/S/ RICHARD A. KAYNE

Richard A. Kayne

KAYNE ANDERSON CAPITAL ADVISORS, L.P.

By: Kayne Anderson Investment Management, Inc.

By:

/S/ DAVID J. SHLADOVSKY David J. Shladovsky, Secretary

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JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(f)(1)

This agreement is made pursuant to Rule 13d-1(f)(1) under the Securities Exchange Act of 1934 (the "Act") by and between the parties listed below, each referred to herein as a "Joint Filer." The Joint Filers agree that a statement of beneficial ownership as required by Section 13(d) of the Act and the Rules thereunder may be filed on each of their behalf on Schedule 13D or Schedule 13G, as appropriate, and that said joint filing may thereafter be amended by further joint filings. The Joint Filers state that they each satisfy the requirements for making a joint filing under Rule 13d-1.

June 12, 2017

Date

/S/ RICHARD A. KAYNE

Richard A. Kayne

KAYNE ANDERSON CAPITAL ADVISORS, L.P.

By: Kayne Anderson Investment Management, Inc.

By: /S/ DAVID J. SHLADOVSKY David J. Shladovsky, Secretary

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Schedule 13G

(cover page) Plains GP Holdings, L.P.(Issuer)

Box 9. The reported units are owned by investment accounts (investment limited partnerships, a registered investment company and institutional accounts) managed, with discretion to purchase or sell securities, by Kayne Anderson Capital Advisors, L.P., as a registered investment adviser.

Kayne Anderson Capital Advisors, L.P. is the general partner (or general partner of the general partner) of the limited partnerships and investment adviser to the other accounts. Richard A. Kayne is the controlling shareholder of the corporate owner of Kayne Anderson Investment Management, Inc., the general partner of Kayne Anderson Capital Advisors, L.P. Mr. Kayne is also a limited partner of each of the limited partnerships and a shareholder of the registered investment company. Kayne Anderson Capital Advisors, L.P. disclaims beneficial ownership of the units reported, except those units attributable to it by virtue of its general partner interests in the limited partnerships. Mr. Kayne disclaims beneficial ownership of the units reported, except those units held by him or attributable to him by virtue of his limited partnership interests in the limited partnerships, his indirect interest in the interest of Kayne Anderson Capital Advisors, L.P. in the limited partnerships, and his ownership of common stock of the registered investment company.

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UNDERTAKING

The undersigned agree jointly to file the attached Statement of Beneficial Ownership on Schedule 13G with the U.S. Securities Exchange Commission and Plains GP Holdings, L.P.

Dated: June 12, 2017

/S/ RICHARD A. KAYNE

Richard A. Kayne

KAYNE ANDERSON CAPITAL ADVISORS, L.P.

By: Kayne Anderson Investment Management, Inc.

By: /S/ DAVID J. SHLADOVSKY

David J. Shladovsky, Secretary

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