

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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	
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1. Name and Address of Reporting Person* <u>KAFU Holdings (QP), L.P.</u>			2. Issuer Name and Ticker or Trading Symbol <u>PLAINS GP HOLDINGS LP [ PGP ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>See remarks</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/28/2018</u>					
1800 AVENUE OF THE STARS, SUITE 300			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>LOS ANGELES CA 90067</u>						6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)						

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Shares	09/28/2018		A		45,405	A	\$0	45,405	I	See footnotes <sup>(1)(2)(3)</sup>
Class A Shares	09/28/2018		J		45,405	D	\$0	0	I	See footnotes <sup>(1)(2)(3)</sup>
Class A Shares								272,288	D <sup>(4)</sup>	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Class B Shares/Class A Units/GP Units	\$0	09/28/2018		M		45,405		(1)(2)	(1)(2)	Class A Shares	45,405	\$0	16,634,621 <sup>(5)</sup>	I	See footnotes <sup>(1)(2)</sup>

**Explanation of Responses:**

- KAFU Holdings (QP), L.P. ("KAFU") holds Class B shares representing limited partner interests in Plains GP Holdings L.P. (the "Issuer"), an equivalent number of units representing limited liability company interests of the Issuer's general partner ("GP Units"), and an equivalent number of Class A Units representing limited partner interests in Plains AAP, L.P. ("AAP"). The Eighth Amended and Restated Limited Partnership Agreement of AAP provides that each limited partner of AAP, including KAFU, has the right at any time (without expiration) to immediately exchange (the "Exchange Right") its Class A units in AAP together with a like number of Class B shares and GP Units, for a like number of Class A shares of the Issuer. On September 28, 2018, KAFU Holdings (QP), L.P. exercised the Exchange Right with respect to 45,405 Class A Units.
- Kayne Anderson Capital Advisors, L.P. ("KACALP") is the manager of the general partner of KAFU and may be deemed to beneficially own the Class B shares, Class A Units, and GP Units held by KAFU. The filing of this statement shall not be construed as an admission that either KAFU or KACALP are, for purposes of Section 13(d) of the Exchange Act, as amended, the beneficial owner of any security.
- The reported transaction involves an in-kind distribution to redeeming limited partners of KAFU Holdings (QP), L.P.
- Shared held by KACALP.
- In a simultaneous transaction, KAFU exercised the redemption right provided for in the limited partnership agreement of AAP with respect to 183,225 Class A units. As a result, such Class A units were cancelled and 183,225 Common Units of Plains All American Pipeline, L.P. were distributed by AAP to KAFU. The number of derivative securities owned reflects both the exchange transaction reported herein and the simultaneous redemption transaction.

**Remarks:**

Bob Sinnott is a director of the managing general partner of the Issuer. Based on the relationship of Mr. Sinnott and the Reporting Persons, the Reporting Persons may be deemed directors by deputization of the Issuer. KAFU Holdings (QP), L.P., is referred to herein as the "Reporting Persons". The filing of this Statement shall not be construed as an admission that any Reporting Person is, for purposes of Section 13(d) of the Exchange Act, as amended, the beneficial owner of any security.

David Shladovsky 08/28/2018  
\*\* Signature of Reporting Person 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 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).

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.