

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>EMG Investment, LLC</u>  (Last) (First) (Middle) <u>C/O THE ENERGY &amp; MINERALS GROUP</u> <u>811 MAIN STREET, STE. 4200</u>  (Street) <u>HOUSTON TX 77002</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PLAINS GP HOLDINGS LP [ PAGP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/21/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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			

**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	Amount or Number of Shares				
Class B Shares representing limited partner interests <sup>(2)</sup>	\$0	10/21/2013		A <sup>(1)</sup>		121,516,879		(2)	(2)	Class A Shares	121,516,879	\$0	121,516,879 <sup>(1)</sup>	I	See Footnote <sup>(1)</sup>
Units in PAA GP Holdings LLC <sup>(2)</sup>	\$0	10/21/2013		A <sup>(1)</sup>		121,516,879		(2)	(2)	Class A Shares	121,516,879	\$0	121,516,879 <sup>(1)</sup>	I	See Footnote <sup>(1)</sup>
Class A Units in Plains AAP, L.P. <sup>(2)</sup>	\$0	10/21/2013		J <sup>(3)</sup>		121,516,879		(2)	(2)	Class A Shares	121,516,879	\$0	121,516,879 <sup>(1)</sup>	I	See Footnote <sup>(1)</sup>

1. Name and Address of Reporting Person\*  
EMG Investment, LLC  
  
 (Last) (First) (Middle)  
C/O THE ENERGY & MINERALS GROUP  
811 MAIN STREET, STE. 4200  
  
 (Street)  
HOUSTON TX 77002  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
EMG Admin, LP  
  
 (Last) (First) (Middle)  
C/O THE ENERGY & MINERALS GROUP  
811 MAIN STREET, STE. 4200  
  
 (Street)  
HOUSTON TX 77002  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
EMG Admin GP, LLC  
  
 (Last) (First) (Middle)

C/O THE ENERGY & MINERALS GROUP

811 MAIN STREET, STE. 4200

(Street)

HOUSTON TX 77002

(City)

(State)

(Zip)

**Explanation of Responses:**

1. As of the date of this Form 4, EMG Investment, LLC ("Investment") directly owns the Class B shares representing limited partner interests in the Issuer (the "Class B Shares"), the Units in PAA GP Holdings LLC (the "GP Units") and the Class A Units in Plains AAP, L.P. (the "AAP Units"). EMG Admin, L.P. ("Admin") is the manager of Investment. EMG Admin GP, LLC ("Admin GP") is the general partner of Admin. As such, each of Admin and Admin GP may be deemed to beneficially own the Class B Shares, AAP Units and GP Units held by Investment. Each of Admin and Admin GP disclaims beneficial ownership of the securities held by Investment except to the extent of their pecuniary interest therein, which interest is a significant pecuniary interest.

2. The Class B Shares, GP Units and AAP Units are collectively exchangeable for Class A shares representing limited partner interests in the Issuer (the "Class A Shares"). In connection with the closing of the initial public offering of the Issuer (the "Offering"), the limited partnership agreement of Plains AAP, L.P. was amended and restated to provide that each limited partner of AAP, including Investment, will have the right, at any time and from time to time, to immediately exchange (the "Exchange Right") its AAP Units, together with a like number of Class B Shares and GP Units, for Class A Shares on a one-for-one basis. The Exchange Right does not expire and may be settled in cash at the option of AAP. As such, Investment, Admin and Admin GP may not be deemed to beneficially own the Class A Shares reported herein for purposes of Section 13d.

3. Investment beneficially owned the AAP Units prior to the consummation of the Offering.

**Remarks:**

John T. Raymond currently serves as the representative of EMG Investment, LLC on the board of directors of the general partner of the Issuer. John T. Raymond is the sole member of EMG Admin GP, LLC, the general partner of EMG Admin, L.P., which is the manager of EMG Investment, LLC. As such, EMG Investment, LLC, EMG Admin, L.P. and EMG Admin GP, LLC may each be deemed a director of the Issuer.

/s/ John A. Kaercher, on behalf of  
EMG Investment, LLC, EMG  
Admin, L.P. and EMG Admin 10/23/2013  
GP, LLC, as attorney-in-fact for  
John T. Raymond

\*\* 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.

**POWER OF ATTORNEY**

Know all by these presents that the undersigned hereby constitutes and appoints each of Richard K. McGee, Ann F. Gullion, John A. Kaercher and Sabrina Jacobs, or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, in the undersigned's individual capacity, and in his capacity as an officer, member or manager of EMG Investment, LLC, EMG Admin LP and EMG Admin GP LLC (collectively, the "EMG Entities") and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned and any of the EMG Entities to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, member or manager of the EMG Entities, as applicable, (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned, in the undersigned's capacity as an officer, member or manager of the EMG Entities, as applicable, which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (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 benefit to, in the best interest of, or legally required by, the undersigned, in the undersigned's capacity as an officer, member or manager of the EMG Entities, as applicable, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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 requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

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 to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22 day of October 2013.

/s/ John T. Raymond  
John T. Raymond

---