

**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): **July 26, 2022**

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)

Registrant's telephone number, including area code: **713-646-4100**

(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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 26, 2022, the board of directors (the “Board”) of Plains GP Holdings, L.P.’s (“PAGP” or the “Registrant”) general partner, PAA GP Holdings LLC (the “Company”), appointed, effective August 15, 2022, Ellen R. DeSanctis as an independent member of the Board serving in Class I. She will also serve as a member of the Audit Committee and Health, Safety, Environmental and Sustainability Committee. The Board has responsibility for managing the business and affairs of the Registrant and of Plains All American Pipeline, L.P. (“PAA”).

Ms. DeSanctis has over 40 years of industry experience, most recently serving as Senior Vice President of Corporate Relations for ConocoPhillips, where she worked from 2012 until her retirement in 2022. She previously held various positions relating to corporate communications and strategic development and planning for a number of upstream energy companies, including Petrohawk Energy Corporation, Rosetta Resources, Burlington Resources and ARCO. She also serves as a member of the board of directors of St. Agnes Academy in Houston and served as past chair of the Girl Scouts of San Jacinto Council. Ms. DeSanctis has a BA in Geology from Princeton University and an MBA from UCLA.

Consistent with our compensation program for non-employee directors, Ms. DeSanctis will receive an annual cash retainer of \$115,000 for service as a Board member and an additional retainer of \$15,000 for service on the Audit Committee. She will also receive an annual grant of phantom Class A Shares of PAGP having a market value on the date of grant equal to approximately \$125,000 (based on a volume weighted average price for the 10-trading day period beginning five days before and ending five days after the ex-dividend date immediately preceding the date of grant). These annual grants will vest (become payable in Class A Shares of PAGP) one year from the date of grant and include associated distribution equivalent rights.

Item 7.01. Regulation FD Disclosure.

In accordance with General Instruction B.2 of Form 8-K, the information presented under this Item 7.01 shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, each as amended.

On July 27, 2022, the Registrant issued a press release announcing the appointment of Ms. DeSanctis to the Board of the Company. A copy of the press release is furnished as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

[Exhibit 99.1 – Press Release dated July 27, 2022.](#)

Exhibit 104 - Cover Page Interactive Data File (Formatted as Inline XBRL and contained in Exhibit 101)

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.

Date: July 28, 2022

PLAINS GP HOLDINGS, L.P.

By: PAA GP Holdings LLC, its general partner

By: /s/ Richard McGee

Name: Richard McGee

Title: Executive Vice President



Plains All American Pipeline, L.P. and Plains GP Holdings Announce Appointment of New Board Member

HOUSTON, July 27, 2022 - Plains All American Pipeline, L.P. (Nasdaq: [PAA](#)) and Plains GP Holdings (Nasdaq: [PAGP](#)) today announced that Ellen R. DeSanctis has been appointed, effective August 15, 2022, as an independent member of the Board of Directors of PAA GP Holdings LLC (“GP Holdings”) serving in Class I. She will also serve as a member of the Audit Committee and Health, Safety, Environmental and Sustainability Committee. The GP Holdings Board has responsibility for managing the business and affairs of PAA and PAGP.

“We are pleased to welcome Ellen to our Board,” said CEO Willie Chiang. “With over 40 years of experience in the upstream energy sector, Ellen has a wealth of operations, technical, strategic planning and corporate communications expertise. We believe that her diverse, strategic and stakeholder-focused background will bring a valuable perspective to the Board, especially in the areas of energy transition and sustainability. We look forward to working with Ellen on our Board.”

Ms. DeSanctis has over 40 years of industry experience, most recently serving as Senior Vice President of Corporate Relations for ConocoPhillips, where she worked from 2012 until her retirement in 2022. She previously held various positions relating to corporate communications and strategic development and planning for a number of upstream energy companies, including Petrohawk Energy Corporation, Rosetta Resources, Burlington Resources and ARCO. She also serves as a member of the board of directors of St. Agnes Academy in Houston and served as past chair of the Girl Scouts of San Jacinto Council. Ms. DeSanctis has a BA in Geology from Princeton University and an MBA from UCLA.

Plains All American Pipeline, L.P. is a publicly traded master limited partnership that owns and operates midstream energy infrastructure and provides logistics services for crude oil and natural gas liquids (“NGL”). PAA owns an extensive network of pipeline gathering and transportation systems, in addition to terminalling, storage, processing, fractionation and other infrastructure assets serving key producing basins, transportation corridors and major market hubs and export outlets in the United States and Canada. On average, PAA handles more than 6 million barrels per day of crude oil and NGL.

PAGP is a publicly traded entity that owns an indirect, non-economic controlling general partner interest in PAA and an indirect limited partner interest in PAA, one of the largest energy infrastructure and logistics companies in North America.

PAA and PAGP are headquartered in Houston, Texas. For more information, please visit www.plains.com.

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