

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>KAFU HOLDINGS, L.P.</u> (Last) (First) (Middle) 1800 AVENUE OF THE STARS 3RD FLOOR (Street) LOS ANGELES CA 77002 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/21/2013	3. Issuer Name and Ticker or Trading Symbol <u>PLAINS GP HOLDINGS LP [PAGP]</u>	
		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)	5. 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 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)
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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			
See footnotes ⁽¹⁾⁽²⁾	(1)	(1)	Class A Shares	104,654,119	(1)	D ⁽¹⁾⁽²⁾	

1. Name and Address of Reporting Person* <u>KAFU HOLDINGS, L.P.</u> (Last) (First) (Middle) 1800 AVENUE OF THE STARS 3RD FLOOR (Street) LOS ANGELES CA 77002 (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>KAFU Holdings II, L.P.</u> (Last) (First) (Middle) 1800 AVENUE OF THE STARS 3RD FLOOR (Street) LOS ANGELES CA 90067 (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>KAYNE ANDERSON CAPITAL ADVISORS LP</u> (Last) (First) (Middle) 1800 AVENUE OF THE STARS 3RD FLOOR (Street)		
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LOS ANGELES CA 90067

(City) (State) (Zip)

Explanation of Responses:

1. KAFU Holdings, L.P. and KAFU Holdings II, L.P. (collectively "KAFU") hold 104,654,119 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 limited partnership agreement of AAP was amended and restated to provide that each limited partner of AAP, including KAFU, will have 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 the GP Units, for a like number of Class A shares of the Issuer.

2. 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 in AAP, and the 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.

Remarks:

Robert V. Sinnott is the Chief Executive Officer of KACALP and the portfolio manager of KAFU. Mr. Sinnott also serves as the representative of KAFU on the board of directors of the general partner of the Issuer. As a result, KAFU and KACALP may each be deemed a director of the Issuer by deputization.

David Shladovsky

10/25/2013

** 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 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.