

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>McCarthy Kevin S</u>			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>811 MAIN STREET, 14TH FLOOR</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>HOUSTON TX</u>	<u>77002</u>						
(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			
<u>Class A Shares representing limited partner interests</u>								<u>99,069</u>	<u>D</u>	

**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
<u>Class A Units/Class B Shares/GP Units</u>	<u>\$0</u>	<u>03/31/2021</u>		<u>M</u>		<u>811</u>		<u>(1)(2)</u>	<u>(1)(2)</u>	<u>Class A Shares</u>	<u>811</u>	<u>\$0</u>	<u>15,834,024<sup>(4)</sup></u>	<u>I</u>	<u>See footnotes<sup>(1)(2)(3)</sup></u>

**Explanation of Responses:**

- Reporting person is the Vice Chairman of Kayne Anderson Capital Advisors, L.P. ("KACALP"), the managing member of the manager of KAFU Holdings (QP), L.P. ("KAFU"), and therefore he may be deemed to be the beneficial owner of all of the interests held by KAFU.
- The limited partnership agreement of Plains AAP, L.P. ("AAP") provides that each limited partner of AAP, including KAFU, has the right at any time (without expiration) and from time to time, to exchange (the "Exchange Right") its Class A Units in AAP (the "AAP Units"), along with the associated Class B shares in the Issuer (the "Class B Shares") and GP Units in PAA GP Holdings LLC (the "GP Units") for Class A Shares of the Issuer on a one-for-one basis. The Exchange Right may be settled in cash at the option of the Issuer and, as a result, the Reporting Person may not be deemed to beneficially own any of the securities reported herein as indirectly owned. For reporting purposes, however, the number of securities reported as indirectly owned represents the number of AAP Units, Class B Shares and GP Units owned by KAFU that are potentially exchangeable for an equivalent number of Class A Shares.
- Reporting Person disclaims beneficial ownership of the securities held by KAFU, except to the extent of his pecuniary interest therein.
- In a simultaneous transaction, KAFU exercised the redemption right provided for in the limited partnership agreement of AAP with respect to 4,891 Class A units. As a result, such Class A units were cancelled and 4,891 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.

/s/Kevin S. McCarthy

04/01/2021

\*\* 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.