

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <b>SINNOTT ROBERT V</b>  (Last) (First) (Middle) <b>1800 AVE OF THE STATE</b> <b>3RD FLOOR</b>  (Street) <b>LOS ANGELES CA 90067</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>PLAINS GP HOLDINGS LP [ PAGP ]</b>	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)
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/31/2017</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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	03/31/2017		A		185,207	A	\$0	185,207	I	See Footnote <sup>(1)</sup> (2)(3)(4)
Class A Shares	03/31/2017		J		185,207	D	\$0	0	I	See Footnote <sup>(1)</sup> (2)(3)(4)
Class A Shares								558,492	I	Rosa Sinnott 2010 GRAT dtd 1/28/10 John Sinnott, TTEE
Class A Shares								558,492	I	Robert Sinnott 2010 GRAT dtd 1/28/10 John Sinnott, TTEE
Class A Shares								75,104	I	Cliffwood Energy Partners <sup>(5)</sup>
Class A Shares								37,552	I	Robert and Rosa Sinnott Living Trust dtd 10/24/97, Robert V. Sinnott and Rosa R. Sinnott Trustees
Class A Shares								257,624	I	See Footnote <sup>(3)</sup> (7)

**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					
Class B Shares/Class A Units/GP Units	\$0	03/31/2017		M			185,207	(1)(2)	(1)(2)	Class A Shares	\$0	22,637,206 <sup>(6)</sup>	I	See Footnote <sup>(1)</sup> (2)(3)

**Explanation of Responses:**

- As of the date of this Form 4, the Reporting Person holds an indirect ownership interest in Plains GP Holdings, L.P. (the "Issuer") through his ownership in KAFU Holdings, L.P., KAFU Holdings (QP), L.P., and KAFU Holdings II, L.P. (collectively, "KAFU"). Further the Reporting Person is the Co-Chairman of Kayne Anderson Capital Advisors, L.P. ("KACALP"), an SEC registered investment adviser and the managing member of KAFU. The Reporting Person may be deemed to be the beneficial owner of all of the interests held by KAFU.
- The Eighth Amended and Restated limited partnership agreement of Plains AAP, L.P. ("AAP") provides that each limited partner 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 associated Class B Shares in the Issuer and GP Units in PAA GP Holdings LLC, for a like number of Class A Shares of the Issuer.
- The Reporting Person disclaims beneficial ownership of the securities held by KAFU and KACALP, except to the extent of his pecuniary interest therein.
- The reported transactions involve in-kind distributions to redeeming limited partners of KAFU.
- Cliffwood Energy Partners, L.P. is a family investment vehicle. Mr. Sinnott is the managing member of the general partner.

6. In a simultaneous transaction, KAFU exercised the redemption right provided for in the limited partnership agreement of AAP with respect to 1,835,421 Class A Units. As a result, such Class A Units were cancelled and 1,835,421 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.

7. Shares held by KACALP. The Reporting Person is Co-Chairman of KACALP and may be deemed to beneficially own the Class A Shares.

David Shladovsky

04/04/2017

\*\* 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.**