FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

	Washingtor		
STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL

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

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

Date (North/Day/Year) Paper Pape	1. Name and Address of Reporting Person* SINNOTT ROBERT V				2. Issuer Name and Ticker or Trading Symbol PLAINS GP HOLDINGS LP [PAGP]								Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
A file and production A file of Security (restr. 2) Description A file of Security A file	1800 AVE	OF THE S		(Middle	e)												e title		
Table - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	(Street)				4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								Line) X Form filed by One Reporting Person Form filed by More than One Reporting					
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Class A Shares	[0		Date		Execution Date, r) if any		rear) Ti	Transaction Code (Instr. 8)		Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following Reported		Form: Direct (D) or Indirect		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Class A Shares	Class A Sh	ares			03/31/20	017					V /			Filce	(Instr. 3 and 4)	I		
Class A Shares	Class A Sh	ares			03/31/20	017				J	\dagger	185,207	D	\$0	0		I	S	see Footnote ⁽¹⁾
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Shares/Class \$0 03/31/2017 M 185,207 (1)(2) (1)(2) A 185,207 \$0 22,637,206(6) I See Footnote(2)(3)						Code	v	(A)	(D)				Title	or Number					
Units Shares Shares	Shares/Class A Units/GP	\$0	03/31/2017			М			185,207	((1)(2)	(1)(2)		185,207	\$0	22,63	37,206 ⁽⁶⁾	I	See Footnote ⁽¹⁾ (2)(3)

- 1. 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.
- 2. 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.
- 3. The Reporting Person disclaims beneficial ownership of the securities held by KAFU and KACALP, except to the extent of his pecuniary interest therein.
- 4. The reported transactions involve in-kind distributions to redeeming limited partners of KAFU.
- 5. 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.

<u>David Shladovsky</u> <u>04/04/2017</u>
** 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.