

**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): **January 9, 2014**

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))

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

On January 9, 2014, the board of directors (the "Board") of the Registrant's general partner, PAA GP Holdings LLC, appointed Bobby Shackouls as an independent member of the Board and as a member of the audit committee. The compensation for Mr. Shackouls has not yet been determined, but will be established by the Board at its next regularly scheduled meeting.

Mr. Shackouls served as Chairman of Burlington Resources Inc. from 1997 until its acquisition by ConocoPhillips in 2006, and continued to serve on the ConocoPhillips Board of Directors until his retirement in May 2011. Prior thereto, Mr. Shackouls served as President and Chief Executive Officer of Meridian Oil, Inc, a wholly owned subsidiary of Burlington Resources, from 1994-1995, and as President and Chief Executive Officer of Burlington Resources from 1995 until 2006. Mr. Shackouls currently serves as a director of The Kroger Co. and Oasis Petroleum. He served as a Director and member of the Audit Committee of the general partner of PAA Natural Gas Storage, L.P., from April 2010 through December 2013.

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 January 9, 2014, the Registrant issued a press release announcing the appointment of Bobby Shackouls to the board of directors and audit committee of its general partner, PAA GP Holdings LLC. 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 January 9, 2014.

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.

PLAINS GP HOLDINGS, L.P.

Date: January 9, 2014

By: PAA GP Holdings LLC, its general partner

By: /s/ Richard McGee

Name: Richard McGee

Title: Executive Vice President



PLAINS GP
HOLDINGS

News Release

FOR IMMEDIATE RELEASE

Plains GP Holdings Appoints Bobby Shackouls to Board of Directors

HOUSTON — January 9, 2014 — Plains GP Holdings (NYSE: PAGP) announced that effective today Bobby S. Shackouls has been appointed as an independent member of its Board of Directors.

Mr. Shackouls served as Chairman of Burlington Resources Inc., a natural resources business, from 1997 until its acquisition by ConocoPhillips in 2006, and continued to serve on ConocoPhillips Board of Directors until his retirement in May 2011. Prior thereto, Mr. Shackouls served as the President and Chief Executive Officer of Meridian Oil Inc., a wholly owned subsidiary of Burlington, from 1994 until 1995 and was appointed President and Chief Executive Officer of Burlington in 1995.

Mr. Shackouls is a member of the Society of Petroleum Engineers and is a registered professional engineer in the State of Texas. He is the President of the Mississippi State University Foundation, a non-profit organization created to aid the continued improvement of the university. He began his professional career in the oil and gas industry with Exxon after graduating from Mississippi State University in 1972 with a Bachelor of Science in Chemical Engineering.

Mr. Shackouls currently serves as a director of The Kroger Co. and Oasis Petroleum. He recently served as a director of the general partner of PAA Natural Gas Storage, L.P. until it was acquired by Plains All American Pipeline, L.P. (NYSE: PAA) in December 2013.

Plains GP Holdings (NYSE: PAGP) is a publicly traded entity that owns the general partner and incentive distribution rights of Plains All American Pipeline, L.P. (NYSE: PAA), one of the largest energy infrastructure and logistics companies in North America. PAGP is headquartered in Houston, Texas.

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