

**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) — **November 6, 2017**

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)

713-646-4100

(Registrant's telephone number, including area code)

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On November 6, 2017, the Registrant issued a press release announcing Greg L. Armstrong's plans to retire as Chief Executive Officer of Plains All American Pipeline, L.P. and Plains GP Holdings, L.P. at the end of 2018. Under a management succession plan and transition process approved by the Board of Directors of PAA GP Holdings LLC, Willie Chiang, who currently serves as Executive Vice President and Chief Operating Officer — U.S., will become CEO upon Mr. Armstrong's retirement and Mr. Armstrong will continue as non-executive Chairman of the Board of Directors through December 2019, at which time he will retire from the Board. Harry Pefanis will continue as President and a Director. In connection with the succession plan transition process, Mr. Chiang's role as Chief Operating Officer will be expanded to cover both the U.S. and Canada, and Mr. Pefanis will take on the newly created additional role of Chief Commercial Officer.

A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K, and incorporated into this item by reference. Information regarding Mr. Chiang's business experience and compensation arrangements is included in the Registrant's Annual Report on Form 10-K for the year ended December 31, 2016 as filed with the SEC.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 — [Press Release dated November 6, 2017.](#)

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: November 7, 2017

By: PAA GP Holdings LLC, its general partner

By: /s/ Richard McGee

Name: Richard McGee

Title: Executive Vice President



Plains All American Provides Details on Management Succession Plan and Transition Process

November 6, 2017 — Houston — Plains All American Pipeline, L.P. (NYSE: PAA) and Plains GP Holdings (NYSE: PAGP) today provided details regarding its management succession plan and transition process. Greg Armstrong has informed the Board of Directors of his plans to retire as Chief Executive Officer (CEO) at the end of 2018. Under the plan approved by Plains' Board, Willie Chiang, PAA's current Executive Vice President and Chief Operating Officer — U.S., will become CEO upon Armstrong's retirement and Armstrong will continue as non-executive Chairman of the Board of Directors through December 2019, at which time he will retire from the Board. Harry Pefanis will continue as President and a Director.

Armstrong has been with PAA and its predecessor organizations since 1981. "It has been an honor and a privilege to work at Plains for over 36 years and to serve the last 25 years as CEO," Armstrong said. "PAA has grown significantly in both size and profitability over that time period. Those accomplishments were made possible through the commitment and solid performance of our employees working together as a team and the unwavering support and thoughtful guidance provided by our Board of Directors and key financial partners. I consider myself very fortunate to have been a part of this team."

"The plans announced today reflect several years of thoughtful preparation and succession planning, which we view as a process versus an event at a point in time. Over the last two years, Willie, Harry and I have been working together to ensure a seamless transition. As the next step in this transition process, Willie's role as Chief Operating Officer will be expanded to cover both the U.S. and Canada, and Harry will take on the newly created role of Chief Commercial Officer. The succession process will continue over the next year or so as the three of us work together to facilitate a seamless transition. I am pleased that Willie will become our next CEO, and I have every confidence that Willie, Harry and the rest of PAA's leadership team will continue to build upon PAA's success."

Chiang joined PAA in 2015 as PAA's Executive Vice President and Chief Operating Officer — U.S., and was appointed to the Board of Directors in February 2017. He has more than 30 years of energy industry experience, having served in a number of executive leadership roles within large, complex organizations like PAA. Prior to joining PAA, Chiang held the positions of Executive Vice President, Operations at Occidental Petroleum, and Senior Vice President of Refining, Marketing, Transportation and Commercial for ConocoPhillips.

"I am honored to be named as Greg's successor," Chiang said. "Alongside our executive team, Board of Directors and employees, I am committed to continuing PAA's growth and success as a leading midstream energy company."

Plains All American Pipeline, L.P. is a publicly traded master limited partnership that owns and operates midstream energy infrastructure and provides logistics services for crude oil, NGLs, natural gas and refined products. PAA owns an extensive network of pipeline transportation, terminalling, storage and gathering assets in key crude oil and NGL producing basins and transportation corridors and at major market hubs in the United States and Canada. On average, PAA handles over 5 million barrels per day of crude oil and NGL in its Transportation segment. PAA is headquartered in Houston, Texas. More information is available at www.plainsallamerican.com.

Plains GP Holdings is a publicly traded entity that owns an indirect, non-economic controlling general partner interest in PAA and an indirect limited partner interest in PAA, one of the largest energy infrastructure and logistics companies in North America. PAGP is headquartered in Houston, Texas. More information is available at www.plainsallamerican.com.

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