SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

PAA Management LP			. Date of Event equiring Statem Month/Day/Year 0/15/2013	nent	3. Issuer Name and Ticker or Trading Symbol <u>PLAINS GP HOLDINGS LP</u> [PAGP]							
(Last) 333 CLAY ST	(First) TREET	(Middle)			4. Relationship of Reporting Perso (Check all applicable) X Director X			.,		5. If Amendment, Date of Original Filed (Month/Day/Year)		
STE. 1600						Officer (give title below)		Other (spe below)	cify		lividual or Joint cable Line)	/Group Filing (Check
(Street) HOUSTON	ТХ	77002								X		y One Reporting Person y More than One erson
(City)	(State)	(Zip)										
Table I - Non-Derivative Securities Beneficially Owned												
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)		4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Limited Partner Interest						0(1)		D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)												
1. Title of Derivative Security (Instr. 4) 2. Date Exercise Expiration Date (Month/Day/Year)			ate		3. Title and Amount of Secur Underlying Derivative Securi		ty (Instr. 4) Conve or Exe		rcise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiratior Date	Title	9		Amount or Number of Shares	Price o Deriva Securi	tive	Direct (D) or Indirect (I) (Instr. 5)	

Explanation of Responses:

1. This Form 3 is being filed in connection with the effectiveness of the Registration Statement (the "Registration Statement") on Form S-1 (Registration No. 333-190227) of Plains GP Holdings, L.P. (the "Issuer"). As of the date of this Form 3, the Reporting Person directly holds (i) 100% of the limited partner interest in the Issuer and (ii) all of the membership interests in PAA GP Holdings LLC, the direct owner of the non-economic general partner interest in the Issuer. Additionally, the Reporting Person has the right to appoint all of the directors of the board of directors of PAA GP Holdings LLC, the general partner of the Issuer, therefore, the Reporting Person may be deemed a director by deputization.

Remarks:

<u>/s/ Al Swanson</u>

<u>10/15/2013</u>

Date

** Signature of Reporting Person

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 5 (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.