

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) – **June 17, 2024**

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)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Shares	PAGP	Nasdaq

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 8.01 Other Events.

On June 17, 2024, the registrant’s consolidated subsidiaries, Plains All American Pipeline, L.P. (“PAA”) and PAA Finance Corp. (“PAA Finance,” and together with PAA, the “Issuers”), entered into an underwriting agreement (the “Underwriting Agreement”) with Citigroup Global Markets Inc., MUFG Securities Americas Inc., SMBC Nikko Securities America, Inc. and Truist Securities, Inc. as representatives of the several underwriters named therein (collectively, the “Underwriters”), relating to the issuance and sale to the Underwriters (the “Offering”) of \$650 million aggregate principal amount of 5.700% Senior Notes due 2034 (the “Notes”), subject to the terms and conditions therein.

The Notes are being offered and sold under the Issuers’ shelf registration statement on Form S-3 (Registration No. 333-259387) filed with the U.S. Securities and Exchange Commission on September 8, 2021 (the “Registration Statement”), and are described in a Prospectus Supplement dated June 17, 2024 to the Prospectus dated September 8, 2021, which is included in the Registration Statement.

The Notes will be issued pursuant to a supplemental indenture to be dated June 27, 2024 by and among the Issuers and U.S. Bank Trust Company National Association, as successor trustee (the “Trustee”). The supplemental indenture will be entered into in accordance with the provisions of the Indenture dated September 25, 2002 by and among the Issuers and the Trustee.

The closing of the Offering is expected to occur on June 27, 2024, subject to customary closing conditions.

The Underwriting Agreement is filed as [Exhibit 1.1](#) to PAA’s Current Report on Form 8-K, filed as of the date hereof and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
1.1	Underwriting Agreement dated June 17, 2024 by and among Plains All American Pipeline, L.P., PAA Finance Corp., and Citigroup Global Markets Inc., MUFG Securities Americas Inc., SMBC Nikko Securities America, Inc. and Truist Securities, Inc. as representatives of the several underwriters named therein (incorporated by reference to Exhibit 1.1 of Plains All American Pipeline, L.P.’s Current Report on Form 8-K filed on June 20, 2024).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Date: June 20, 2024

PLAINS GP HOLDINGS, L.P.

By: PAA GP Holdings LLC, its general partner

By: /s/ Richard McGee

Name: Richard McGee

Title: Executive Vice President, General Counsel & Secretary