

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

<p>1. Name and Address of Reporting Person*</p> <p><u>SINNOTT ROBERT V</u></p> <p>(Last) (First) (Middle)</p> <p><u>1800 AVENUE OF THE STARS, 3RD FLR</u></p> <p>(Street)</p> <p><u>LOS ANGELES CA 90067-4219</u></p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>PLAINS GP HOLDINGS LP [PAGP]</u></p> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>10/21/2013</u></p> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class B Shares representing limited partner interests	10/21/2013		A ⁽¹⁾⁽²⁾		104,654,119	A	\$0	104,654,119 ⁽³⁾	I	See Footnotes 1 and 2 ⁽¹⁾⁽²⁾
Units in PAA GP Holdings LLC	10/21/2013		A ⁽¹⁾⁽²⁾		104,654,119	A	\$0	104,654,119 ⁽³⁾	I	See Footnotes 1 and 2 ⁽¹⁾⁽²⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Class A Units in Plains AAP, L.P.	\$0	10/21/2013		J ⁽⁴⁾		104,654,119		(1)(2)	(1)(2)	Class A Shares	\$0	104,654,119 ⁽³⁾	I	See Footnotes 1 and 2 ⁽¹⁾⁽²⁾

Explanation of Responses:

- 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. and KAFU Holdings II, L.P. (collectively, "KAFU"). Further, the Reporting Person is the Chief Executive Officer of Kayne Anderson Capital Advisors, L.P., the managing member of the manager of KAFU, and therefore he may be deemed to be the beneficial owner of all of the interests held by KAFU. Pursuant to the contribution agreement dated October 21, 2013 by and among the Issuer, PAA GP Holdings LLC and the other parties signatory thereto entered into in connection with the closing of the initial public offering by the Issuer (the "offering"), KAFU received an aggregate of 104,654,119 Class B shares of the Issuer (the "Class B shares") in exchange for certain contributions to the Issuer and the general partner of the Issuer.
- In addition, the limited partnership agreement of Plains AAP, L.P. ("AAP") was amended and restated to provide that each limited partner of AAP, including KAFU, will have the right, at any time (without expiration) and from time to time, to immediately exchange (the "Exchange Right") its Class A Units in AAP (the "AAP Units"), together with a like number of Class B shares and units of the Issuer's general partner (the "GP Units"), for a like number of Class A shares of the Issuer (the "Class A shares"). The Exchange Right may be settled in cash at the option of the Issuer and, as a result the Reporting Person may not be deemed to beneficially own any of the Class A shares reported herein. For reporting purposes, nonetheless, the number of Class A shares included in the table above represents the number of Class B shares owned by KAFU, that are potentially exchangeable for an equivalent number of Class A shares.
- The Reporting Person disclaims beneficial ownership of the securities held by KAFU, except to the extent of his pecuniary interest therein.
- The Reporting Person may have been deemed to beneficially own the AAP Units prior to the consummation of the offering. The AAP Units, collectively with the Class B Shares and the GP Units, constitute the derivative acquired as described herein.

Remarks:

/s/ Ann F. Gullion attorney-in-fact for Robert V. Sinnott 10/23/2013

** 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.