

SINNOTT ROBERT V
 Form 4
 January 03, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SINNOTT ROBERT V

2. Issuer Name and Ticker or Trading Symbol
 PLAINS GP HOLDINGS LP
 [PAGP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1800 AVE OF THE STATE, 2ND
 FLR

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/29/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
 LOS ANGELES, CA 90067

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Shares	12/29/2017		A		223,465	A	\$ 0
					223,465	I	
Class A Shares	12/29/2017		J		223,465	D	\$ 0
					0	I	
Class A Shares					558,492	I	

See footnotes (1) (2) (3) (4)

See footnotes (1) (2) (3) (4)

Rosa Sinnott
 2010 GRAT
 dtd 1/28/10
 John

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Class A Shares	558,492	I	Sinnott, TTEE Robert Sinnott 2010 GRAT dtd 1/28/10 John Sinnott, TTEE
Class A Shares	75,104	I	Cliffwood Energy Partners ⁽⁵⁾
Class A Shares	37,552	I	Robert and Rosa Sinnott Living Trust dtd 10/24/97, Robert V. Sinnott and Rosa R. Sinnott Trustees
Class A Shares	257,624	I	See footnotes ⁽³⁾ <u>(7)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Shares/Class A Units/GP	\$ 0	12/29/2017		M	223,465	<u>(1)(2)</u>	<u>(1)(2)</u>	Class A Shares	223,465

Units

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SINNOTT ROBERT V 1800 AVE OF THE STATE 2ND FLR LOS ANGELES, CA 90067	X			

Signatures

Robert V. Sinnott	01/03/2018
**Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- 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 (QP), L.P. (collectively, "KAFU"). Further the Reporting Person is the Co-Chairman of Kayne Anderson Capital Advisors, L.P. ("KACALP"), an SEC registered investment adviser and the managing member of KAFU. The Reporting Person may be deemed to be the beneficial owner of all of the interests held by KAFU.
- (1) The Eighth Amended and Restated limited partnership agreement of Plains AAP, L.P. ("AAP") provides that each limited partner has the right at any time (without expiration) to immediately exchange (the "Exchange Right") its Class A units in AAP, together with a like number of associated Class B shares in the Issuer and GP units in PAA GP Holdings LLC, for a like number of Class A shares of the Issuer. On December 29, 2017, KAFU Holdings (QP), L.P. and KAFU Holdings L.P. exercised the Exchange Right with respect to 223,465 Class A Units.
 - (2) The Reporting Person disclaims beneficial ownership of the securities held by KAFU and KACALP, except to the extent of his pecuniary interest therein.
 - (3) The reported transactions involve in-kind distributions to redeeming limited partners of KAFU Holdings (QP), L.P. and KAFU Holdings L.P.
 - (4) Cliffwood Energy Partners, L.P. is a family investment vehicle. Mr. Sinnott is the managing member of the general partner.
 - (5) In a simultaneous transaction, KAFU exercised the redemption right provided for in the limited partnership agreement of AAP with respect to 551,323 Class A units. As a result, such Class A units were cancelled and 551,323 Common Units of Plains All American Pipeline, L.P. were distributed by AAP to KAFU. The number of derivative securities owned reflects both the exchange transaction reported herein and the simultaneous redemption transaction.
 - (6) Shares held by KACALP. The Reporting Person is Co-Chairman of KACALP and may be deemed to beneficially own the Class A Shares.
 - (7)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.