

PLAINS GP HOLDINGS LP
 Form 4
 April 02, 2015

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2015

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

**1800 AVE OF THE STARS, 3RD
 FLR**

(Street)

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

LOS ANGELES, CA 90067

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Shares	03/31/2015		A ⁽⁴⁾⁽⁶⁾		819,735 ⁽⁶⁾	A	\$ 0
					819,735 ⁽⁶⁾	I ⁽⁶⁾	
Class A Shares	03/31/2015		J ⁽⁴⁾⁽⁶⁾		819,735 ⁽⁶⁾	D	\$ 0
					0 ⁽⁶⁾	I ⁽⁶⁾	

See Footnotes (1) (2) (3) (4)
 See Footnotes (6)

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

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equivalent number of Class A shares.

- (3) On March 26, 2015, KAFU Holdings, L.P. transferred a total of 87,435,415 Class B shares, AAP Units, and GP Units, KAFU Holdings (QP), L.P., a sister entity under common control.
- (4) The Reporting Person disclaims beneficial ownership of the securities held by KAFU and KACALP, except to the extent of his pecuniary interest therein.

The Reporting Person may have been deemed to beneficially own the AAP Units held by KAFU prior to the consummation of the initial public offering of the Issuer. The AAP Units, collectively with the Class B shares and the GP Units, constitute the derivative security as described herein.
- (5) The reported transaction is an in-kind distribution to redeeming limited partners of KAFU. Such redemptions were made in-kind with Class A shares.

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.