

PLAINS GP HOLDINGS LP
Form 3
October 24, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>EMG Investment, LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O THE ENERGY & MINERALS GROUP, 811 MAIN STREET, STE. 4200</p> <p>(Street)</p> <p>HOUSTON, TX 77002</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/21/2013</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>PLAINS GP HOLDINGS LP [PAGP]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) See Remarks</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|--|--|---|--|
| <p>1. Title of Security (Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned (Instr. 4)</p> | <p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|--|--|---|--|

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

SEC 1473 (7-02)

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

| | | | | | |
|---|--|--|---|---|--|
| <p>1. Title of Derivative Security (Instr. 4)</p> | <p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p> | <p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p> | <p>4. Conversion or Exercise Price of Derivative Security</p> | <p>5. Ownership Form of Derivative Security: Direct (D)</p> | <p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|---|--|--|---|---|--|

Shares
or Indirect
(I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|---------|-------|-------------|
| | Director | 10% Owner | Officer | Other | |
| EMG Investment, LLC C/O THE ENERGY & MINERALS GROUP 811 MAIN STREET, STE. 4200 HOUSTON, TX 77002 | X | | | | See Remarks |
| EMG Admin, LP C/O THE ENERGY & MINERALS GROUP 811 MAIN STREET, STE. 4200 HOUSTON, TX 77002 | X | | | | See Remarks |
| EMG Admin GP, LLC C/O THE ENERGY & MINERALS GROUP 811 MAIN STREET, STE. 4200 HOUSTON, TX 77002 | X | | | | See Remarks |

Signatures

/s/ John A. Kaercher, on behalf of EMG Investment, LLC, EMG Admin, L.P. and EMG Admin GP, LLC, as attorney-in-fact for John T. Raymond

10/23/2013

Signature of Reporting Person

Date

Explanation of Responses:

No securities are beneficially owned

* 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).

^

Remarks:

John T. Raymond currently serves as the representative of EMG Investment, LLC on the board of

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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