

PLAINS ALL AMERICAN PIPELINE LP

Form 3

November 22, 2016

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

PAA GP Holdings LLC

(Last) (First) (Middle)

333 CLAY STREET, STE.
1600, A

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

11/15/2016

3. Issuer Name and Ticker or Trading Symbol

PLAINS ALL AMERICAN PIPELINE LP [PAA]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Units (Limited Partner Interests)

244,707,926

I

By Plains AAP, L.P. ⁽¹⁾

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

SEC 1473 (7-02)

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 control number.**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAA GP Holdings LLC 333 CLAY STREET, STE. 1600 HOUSTON, TX 77002	^	^ X	^	^
Plains AAP, L.P. 333 CLAY STREET, SUITE 1600 HOUSTON, TX 77002	^	^ X	^	^
Plains All American GP LLC 333 CLAY STREET, SUITE 1600 HOUSTON, TX 77002	^	^ X	^	^
PLAINS GP HOLDINGS LP 333 CLAY STREET SUITE 1600 HOUSTON, TX 77002	^	^ X	^	^

Signatures

/s/ Richard McGee, Executive Vice President of PAA GP Holdings LLC

11/22/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

This Form 3 is being filed in connection with the issuance of units to Plains AAP, L.P. ("AAP") as contemplated by the Simplification Agreement, dated as of July 11, 2016, among PAA GP Holdings LLC ("PAGP GP"), Plains GP Holdings, L.P. ("PAGP"), Plains All American GP LLC ("GP LLC"), AAP, PAA GP LLC, and the Issuer. Upon the closing of the transactions contemplated by the

- (1) Simplification Agreement, the Issuer issued to AAP 244,707,926 common units ("Common Units") of the Issuer. PAGP GP is the general partner of PAGP, which is the managing member of GP LLC, which is the general partner of AAP. Each of the PAGP GP, PAGP and GP LLC may be deemed to indirectly beneficially own the Common Units directly held by AAP, but disclaim beneficial ownership of such Common Units except to the extent of their respective pecuniary interests therein.

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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