

PLAINS GP HOLDINGS LP
Form 4
February 02, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
KAYNE ANDERSON CAPITAL ADVISORS LP

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)
01/29/2016

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

1800 AVENUE OF THE STARS, 3RD FLOOR

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Class A Shares | 01/29/2016 | | A | | 3,138,430 | A | \$ 0 |
| | | | | | 3,138,430 | I | |
| Class A Shares | 01/29/2016 | | J | | 3,138,430 | D | \$ 0 |
| | | | | | 0 | I | |

See Footnotes
See Footnotes

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 A Units in Plains AAP, L.P. | \$ 0 | 01/29/2016 | | M | 3,138,430 | <u>(1)(2)(3)</u> | | <u>(1)(2)(3)</u> | | | Class A Shares | 3,138,430 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KAYNE ANDERSON CAPITAL ADVISORS LP 1800 AVENUE OF THE STARS 3RD FLOOR LOS ANGELES, CA 90067 | X | X | | |
| KAFU HOLDINGS, L.P. 1800 AVENUE OF THE STARS 3RD FLOOR LOS ANGELES, CA 77002 | X | X | | |
| KAFU Holdings (QP), L.P. 1800 AVENUE OF THE STARS, SUITE 300 LOS ANGELES, CA 90067 | X | X | | |
| KAFU Holdings II, L.P. 1800 AVENUE OF THE STARS 3RD FLOOR LOS ANGELES, CA 90067 | X | X | | |

Signatures

David Shladovsky
02/02/2016
**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).

(1)

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KAFU Holdings (QP), L.P., KAFU Holdings, L.P., and KAFU Holdings II, L.P. (collectively "KAFU") along with Kayne Anderson Capital Advisors, L.P. ("KACALP") hold Class B shares representing limited partners interest in Plains GP Holdings L.P. (the "Issuer"), an equivalent number of units representing limited liability company interests of the Issuer's general partner ("GP Units"), and an equivalent number of Class A Units representing limited partner interests in Plains AAP, L.P. ("AAP"). The limited partnership agreement of AAP was amended and restated to provide that each limited partner of AAP, including KAFU and KACALP, will have 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 Class B shares and the GP Units, for a like number of Class A shares of the Issuer.

- KACALP is the manager of the general partner of KAFU and may be deemed to beneficially own the Class B shares, Class A Units in
- (2) AAP, and the GP Units held by KAFU. The filing of this statement shall not be construed as an admission that either KAFU or KACALP are, for purposes of Section 13(d) of the Exchange Act, as amended, the beneficial owner of any security.
 - (3) The reported transaction is an in-kind distribution to redeeming limited partners of KAFU. Such redemption 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.

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