

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)

1. Name and Address of Reporting Person * PAA Management LLC (Last) (First) (Middle)  333 CLAY STREET, SUITE 1600 (Street)  HOUSTON, TX 77002 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/15/2013	3. Issuer Name and Ticker or Trading Symbol PLAINS GP HOLDINGS LP [PAGP]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**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)
Limited Partner Interest	0 <sup>(1)</sup>	I	See footnote <sup>(1)</sup>

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)**

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAA Management LLC 333 CLAY STREET, SUITE 1600 HOUSTON, TX 77002	X	X		

## Signatures

/s/ Al Swanson                      10/23/2013

\_\_Signature of                      Date  
Reporting Person

## 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 effectiveness of the Registration Statement (the "Registration Statement") on Form S-1 (Registration No. 333-190227) of Plains GP Holdings, L.P. (the "Issuer"). The Reporting Person is the general partner of PAA Management, L.P. ("PAA Management"). As of October 15, 2013, PAA Management directly held (i) 100% of the limited partner interest in the Issuer and (ii) all of the membership interests in PAA GP Holdings LLC, the direct owner of the non-economic general partner interest in the Issuer. Additionally, prior to the closing of the Issuer's initial public offering on October 21, 2013, PAA Management had the right to appoint all of the directors of the board of directors of PAA GP Holdings LLC, the general partner of the Issuer; therefore, PAA Management, L.P. may have been deemed to be a director by deputation.

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.