

PLAINS GP HOLDINGS LP
Form 8-K
November 26, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **November 25, 2014**

Plains GP Holdings, L.P.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of incorporation)

1-36132
(Commission File Number)

90-1005472
(IRS Employer Identification No.)

333 Clay Street, Suite 1600, Houston, Texas 77002

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **713-646-4100**

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events

On November 25, 2014, Plains GP Holdings, L.P. (PAGP) filed a registration statement on Form S-3 covering the resale, from time to time, in one or more offerings, by the selling shareholders named therein of up to an aggregate of 402,447,679 Class A shares of PAGP. The filing of such registration statement satisfies PAGP's obligation to file a registration statement on Form S-3 for the benefit of such selling shareholders as provided in that certain Shareholder and Registration Rights Agreement dated October 21, 2013 by and among PAGP and the other parties thereto. Such Shareholder and Registration Rights Agreement was entered into in connection with PAGP's initial public offering in October 2013.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PLAINS GP HOLDINGS, L.P.

Date: November 25, 2014

By: PAA GP Holdings LLC, its general partner

By: /s/ Richard McGee

Name:

Richard McGee

Title:

Executive Vice President