

PLAINS GP HOLDINGS LP  
Form 8-K  
October 02, 2018

**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) **September 26, 2018**

**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)

**713-646-4100**

(Registrant's telephone number, including area code)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On September 26, 2018, Amendment No. 1 (the AAP Amendment ) to the Eighth Amended and Restated Limited Partnership Agreement of Plains AAP, L.P. (the AAP LP Agreement ) was executed by its general partner, Plains All American GP LLC, to revise the definition of the term Permitted Transfer thereunder to allow any existing owner of less than 0.50% of the Partnership Group Interests (as defined in the AAP LP Agreement) to make transfers of their Partnership Group Interests (i) to certain family members, trusts and partnerships if such existing owner is a natural person, and (ii) to beneficial owners of such existing owner if such existing owner is not a natural person. Any such transfers will require approval of the board of directors of PAA GP Holdings LLC.

The foregoing description is qualified in its entirety by reference to the full text of the AAP Amendment, which is filed as Exhibit 3.1 hereto and is incorporated herein by reference.

**ITEM 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

Exhibit 3.1 Amendment No. 1 dated September 26, 2018 to the Eighth Amended and Restated Limited Partnership Agreement of Plains AAP, L.P. dated November 15, 2016.

**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: October 2, 2018

By: PAA GP Holdings LLC, its general partner

By: /s/ Richard McGee  
Name: Richard McGee  
Title: Executive Vice President