

PLAINS GP HOLDINGS LP
 Form 3
 October 25, 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
KAFU HOLDINGS, L.P.		(Month/Day/Year)	PLAINS GP HOLDINGS LP [PAGP]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1800 AVENUE OF THE STARS, 3RD FLOOR		10/21/2013	(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
LOS ANGELES, CA 77002			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below) (specify below)	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> 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)
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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)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

See footnotes (1) (2) ^ (1) ^ (1) Class A 104,654,119 \$ (1) D (1) (2) ^
 Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAFU HOLDINGS, L.P. 1800 AVENUE OF THE STARS 3RD FLOOR LOS ANGELES, CA 77002	<u>^</u> X	<u>^</u>	<u>^</u>	<u>^</u>
KAFU Holdings II, L.P. 1800 AVENUE OF THE STARS 3RD FLOOR LOS ANGELES, CA 90067	<u>^</u> X	<u>^</u>	<u>^</u>	<u>^</u>
KAYNE ANDERSON CAPITAL ADVISORS LP 1800 AVENUE OF THE STARS 3RD FLOOR LOS ANGELES, CA 90067	<u>^</u> X	<u>^</u>	<u>^</u>	<u>^</u>

Signatures

David Shladovsky 10/25/2013

^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).
 (1) KAFU Holdings, L.P. and KAFU Holdings II, L.P. (collectively "KAFU") hold 104,654,119 Class B shares representing limited partner interests 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, 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.
 (2) Kayne Anderson Capital Advisors, L.P. ("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 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.

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Remarks:

Robert V. Sinnott is the Chief Executive Officer of KACALP and the portfolio manager of KAFU.

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.