

PLAINS GP HOLDINGS LP
Form SC 13G/A
February 13, 2019

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G*
(Rule 13d-102)

INFORMATION TO BE INCLUDED
IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND
(d) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2
(AMENDMENT NO. ONE)*

Plains GP Holdings, L.P.
(Name of Issuer)

Common Units Representing Limited Partners Interests
(Title of Class of Securities)

72651A207
(CUSIP Number)

December 31, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[x] Rule 13d-1(b)
Rule 13d-1(c)
Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAMES OF REPORTING PERSONS

Tortoise Capital Advisors, L.L.C.

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

(a)

(b) ☒ [X]

SEC USE ONLY

CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

SOLE VOTING POWER

5
98

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6
9,843,614 (see Item 4)

SOLE DISPOSITIVE POWER

7
98

SHARED DISPOSITIVE POWER

8
9,843,614 (see Item 4)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9,843,712 (see Item 4)

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

Not Applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

6.2% (see Item 4)

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IA

1 NAMES OF REPORTING PERSONS
Tortoise MLP & Pipeline Fund
I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP
(a)
(b) ☒ [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

5 SOLE VOTING POWER
0

6 NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH
7
0

SHARED VOTING POWER
8,636,401 (see Item 4)

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER

8,636,401 (see Item 4)

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

8,636,401 (see Item 4)

10 CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

Not Applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

5.4% (see item 4)

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IV

Item 1(a). Name of Issuer:

Plains GP Holdings, L.P.

Item 1(b). Address of Issuer's Principal Executive Offices:

333 Clay Street, Suite 1600, Houston, Texas 77002

Item 2(a). Name of Person Filing:

This 13G is being jointly filed by Tortoise Capital Advisors, L.L.C., a Delaware limited liability company ("TCA"), and Tortoise MLP & Pipeline Fund, a series of Managed Portfolio Series, a Delaware statutory trust ("TORIX").

TCA and TORIX have entered into an Agreement Regarding Joint Filing of 13G dated February 13, 2019 (the "Agreement") pursuant to which TCA and TORIX have agreed to file this 13G jointly in accordance with the provisions of Rule 13d-1(k)(1) of the Securities Exchange Act of 1934, as amended (the "Act"). A copy of the Agreement is attached hereto as Exhibit A.

Item 2(b). Address of Principal Business Office or, if none, Residence:

The principal business address of TCA is 11550 Ash Street, Suite 300, Leawood, Kansas 66211 and the principal business address of Managed Portfolio Series, the trust of which TORIX is a series, is 615 East Michigan Street, Milwaukee, Wisconsin 53202.

Item 2(c). Citizenship:

TCA is a Delaware limited liability company and TORIX is a series of Managed Portfolio Series, a Delaware statutory trust.

Item 2(d). Title of Class of Securities:

Common Units Representing Limited Partner Interests

Item 2(e). CUSIP Number:

72651A207

Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing Is a(n):

TCA is an investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E) and TORIX is an investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

Item 4. Ownership.

TCA acts as an investment advisor to certain investment companies registered under the Investment Company Act of 1940, including TORIX. TCA, by virtue of investment advisory agreements with these investment companies, has all investment and voting power over securities owned of record by these investment companies. However, despite their delegation of investment and voting power to TCA, these investment companies may be deemed to be the beneficial owner under Rule 13d-3 of the Act, of the securities they own of record because they have the right to acquire investment and voting power through termination of their investment advisory agreement with TCA. Thus, TCA has reported that it shares voting power and dispositive power over the securities owned of record by these investment companies, and TORIX has reported that it shares voting power and dispositive power over the securities owned of record by it. TCA also acts as an investment advisor to certain managed accounts. Under contractual agreements with these managed account clients, TCA has investment and voting power. TCA has reported that it shares investment and voting power over the securities held by these client managed accounts despite a delegation of investment and voting power to TCA because the clients have the right to acquire investment and voting power through termination of their agreements with TCA. TCA may be deemed the beneficial owner of the securities covered by this statement under Rule 13d-3 of the Act.

A. Tortoise Capital Advisors, L.L.C. :

(a) Amount beneficially owned:

9,843,712

(b) Percent of class:

6.2%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

98

(ii) Shared power to vote or to direct the vote:

9,843,614

(iii) Sole power to dispose or to direct the disposition of:

98

(iv) Shared power to dispose or to direct the disposition of:

9,843,614

B. Tortoise MLP & Pipeline Fund:

(a) Amount beneficially owned:

8,636,401

(b) Percent of class:
5.4%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:
0

(ii) Shared power to vote or to direct the vote:
8,636,401

(iii) Sole power to dispose or to direct the disposition of:
0

(iv) Shared power to dispose or to direct the disposition of:
8,636,401

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

The investment companies and the managed accounts discussed in Item 4 above have the right to receive all dividends from, and the proceeds from the sale of, the securities held in their respective accounts. Except for TORIX, the interest of any one such person does not exceed 5% of the class of securities.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2019

TORTOISE CAPITAL ADVISORS, L.L.C.

By: /s/ Diane Bono

Name: Diane Bono

Title: Managing Director and Chief Compliance Officer

TORTOISE MLP & PIPELINE FUND, a series
of Managed Portfolio Series

By: /s/ Brian R. Wiedmeyer

Name: Brian R. Wiedmeyer

Title: President of Managed Portfolio Series

Exhibit A

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Units Representing Limited Partner Interests of Plains GP Holdings, L.P., and further agree that this agreement be included as an exhibit to such filings.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 13th day of February 2019.

TORTOISE CAPITAL ADVISORS, L.L.C.

By: /s/ Diane Bono

Name: Diane Bono

Title: Managing Director and Chief Compliance Officer

TORTOISE MLP & PIPELINE FUND, a series
of Managed Portfolio Series

By: /s/ Brian R. Wiedmeyer

Name: Brian R. Wiedmeyer

Title: President of Managed Portfolio Series