

PLAINS GP HOLDINGS LP  
Form 8-K  
December 28, 2016

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of**  
**the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **December 27, 2016**

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**Plains GP Holdings, L.P.**

(Exact Name of Registrant as Specified in its Charter)

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**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)

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(713) 646-4100

(Registrant's telephone number, including area code)

**Not applicable**

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

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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 (see General Instruction A.2. below):

- 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 1.01 Entry into a Material Definitive Agreement.**

On December 27, 2016, Plains GP Holdings, L.P. (the **Partnership**) entered into an Equity Distribution Agreement (the **Agreement**) with Wells Fargo Securities, LLC, Barclays Capital Inc., BB&T Capital Markets, a division of BB&T Securities, LLC, BMO Capital Markets Corp., BNP Paribas Securities Corp., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., DNB Markets, Inc., Fifth Third Securities, Inc., J.P. Morgan Securities LLC, Jefferies LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, MUFG Securities Americas Inc., Mizuho Securities USA Inc., Morgan Stanley & Co. LLC, Raymond James & Associates, Inc., Scotia Capital (USA) Inc., SMBC Nikko Securities America, Inc., SunTrust Robinson Humphrey, Inc. and UBS Securities LLC (each a **Manager** and collectively the **Managers**). Pursuant to the terms of the Agreement, the Partnership may sell from time to time through the Managers, as the Partnership's sales agents, Class A shares representing limited partner interests having an aggregate offering price of up to \$500,000,000 (the **Shares**). Sales of the Shares, if any, will be made by means of ordinary brokers' transactions on the New York Stock Exchange at market prices, in block transactions or as otherwise agreed by the Partnership and the Managers.

Pursuant to that certain Omnibus Agreement dated as of November 15, 2016 (the **Omnibus Agreement**), by and among the Partnership, PAA GP Holdings LLC, Plains AAP, L.P. ( **AAP** ), PAA GP LLC and Plains All American Pipeline, L.P. ( **PAA** ), the Partnership has agreed to use the net proceeds from any public or private offering and sale of Class A shares, including the net proceeds of this offering, after deducting the sales agents' commissions and offering expenses, to purchase from AAP a number of AAP Class A units equal to the number of Class A shares sold in such offering at a price equal to the net proceeds from such offering. The Omnibus Agreement also provides that immediately following such purchase and sale, AAP will use the net proceeds it receives from such sale of AAP Class A units to the Partnership to purchase from PAA an equivalent number of common units of PAA.

PAA intends to use the net proceeds it receives from the sale of such common units to AAP for general partnership purposes, which may include, among other things, repayment of indebtedness, acquisitions, capital expenditures and additions to working capital. Amounts repaid under PAA's credit facilities or commercial paper program may be reborrowed to fund its ongoing expansion capital program, future acquisitions and investments or for general partnership purposes.

Under the terms of the Agreement, the Partnership may also sell Shares from time to time to any Manager as principal for its own account at a price to be agreed upon at the time of sale. Any sale of Shares to a Manager as principal would be pursuant to the terms of a separate terms agreement between the Partnership and such Manager.

The Shares will be issued pursuant to the Partnership's existing effective shelf registration statement on Form S-3 (Registration No. 333-214964).

The foregoing description of the Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Agreement, a copy of which is filed herewith as Exhibit 1.1 and is incorporated by reference herein. Legal opinions relating to the Shares are filed herewith as Exhibits 5.1 and 8.1.

**ITEM 9.01 Financial Statements and Exhibits**

(d) Exhibits.

Exhibit Number	Description
1.1	Equity Distribution Agreement, dated December 27, 2016, by and among the Partnership and Wells Fargo Securities, LLC, Barclays Capital Inc., BB&T Capital Markets, a division of BB&T Securities, LLC, BMO Capital Markets Corp., BNP Paribas Securities Corp., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., DNB Markets, Inc., Fifth Third Securities, Inc., J.P. Morgan Securities LLC, Jefferies LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, MUFG Securities Americas, Inc., Mizuho Securities USA Inc., Morgan Stanley & Co. LLC, Raymond James & Associates, Inc., Scotia Capital (USA) Inc., SMBC Nikko Securities America, Inc., SunTrust Robinson Humphrey, Inc. and UBS Securities LLC.

- 5.1 Opinion of Vinson & Elkins L.L.P. regarding legality of the Shares.
- 8.1 Opinion of Vinson & Elkins L.L.P. regarding tax matters.

**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.

By: PAA GP Holdings LLC, its general partner

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

Date: December 27, 2016

**EXHIBIT INDEX**

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5.1	Opinion of Vinson & Elkins L.L.P. regarding legality of the Shares.
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