

SINNOTT ROBERT V
 Form 4
 October 24, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 SINNOTT ROBERT V

2. Issuer Name and Ticker or Trading Symbol
 PLAINS GP HOLDINGS LP
 [PAGP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1800 AVE OF THE STATE, 2ND
 FLR

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/22/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
 LOS ANGELES, CA 90067

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Price | | | |
| Class A Shares | 10/22/2018 | | J ⁽¹⁾ | 272,288 D \$ 0 | 0 | I | See footnote ⁽²⁾ |
| Class A Shares | 10/22/2018 | | J ⁽¹⁾ | 68,368 A \$ 0 | 68,368 | D | |
| Class A Shares | | | | | 558,492 | I | Rosa Sinnott 2010 GRAT dtd 1/28/10 John Sinnott, TTEE |

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| | | | |
|----------------|---------|---|---|
| Class A Shares | 558,492 | I | Robert Sinnott 2010 GRAT dtd 1/28/10 John Sinnott, TTEE |
| Class A Shares | 75,104 | I | Cliffwood Energy Partners ⁽³⁾ |
| Class A Shares | 37,552 | I | Robert and Rosa Sinnott Living Trust dtd 10/24/97, Robert V. Sinnott and Rosa R. Sinnott Trustees |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SINNOTT ROBERT V 1800 AVE OF THE STATE 2ND FLR LOS ANGELES, CA 90067 | X | | | |

Signatures

| | |
|------------------------------------|------------|
| Robert V. Sinnott | 10/24/2018 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) The Reporting transaction is an in-kin pro-rata distribution to limited partners of Kayne Anderson Capital Advisors, L.P. ("KACALP"), in which Reporting Person holds a limited partner interest.
 - (2) The Reporting Person is the Co-Chairman of KACALP, an SEC registered investment adviser. The Reporting Person may be deemed to be the beneficial owner of all of the Class A shares held by KACALP.
 - (3) Cliffwood Energy Partners, L.P. is a family investment vehicle. Mr. Sinnott is the managing member of the general partner.

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.