

PLAINS GP HOLDINGS LP
Form 424B7
March 07, 2016

Filed Pursuant to Rule 424(b)(7)
Registration No. 333-200596

PROSPECTUS SUPPLEMENT

To prospectus dated December 10, 2014

402,447,679 Class A Shares
Representing Limited Partner Interests

This prospectus supplement updates and amends certain information contained in the prospectus dated December 10, 2014, as supplemented by the prospectus supplements dated December 31, 2014, April 1, 2015, July 1, 2015, October 1, 2015, December 22, 2015, January 4, 2016 and February 1, 2016 (as supplemented, the Prospectus), covering the resale by selling shareholders of up to an aggregate of 402,447,679 Class A shares representing limited partner interests in us. This prospectus supplement is not complete without, and may not be utilized except in connection with, the Prospectus, including any additional amendments or supplements thereto.

Limited partnerships are inherently different than corporations, and investing in our Class A shares involves a high degree of risk. You should carefully consider the risks relating to investing in our Class A shares and each of the other risk factors described under Risk Factors on page 2 of the prospectus dated December 10, 2014 before you make an investment in our Class A shares.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Class A shares or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is March 7, 2016

ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement is being filed to amend and supplement the information that appears under the caption **Selling Shareholders** in the Prospectus. Capitalized terms that are not defined in this prospectus supplement are defined in the Prospectus.

S-1

SELLING SHAREHOLDERS

On or about February 10, 2016, (i) KAFU Holdings, L.P. (KAFU) exercised the Exchange Right with respect to an aggregate of 1,381,785 of its Class B shares, AAP units and general partner units and then distributed the resulting 1,381,785 Class A shares to certain of the selling shareholders listed below, (ii) KAFU Holdings (QP), L.P. (KAFU QP) exercised the Exchange Right with respect to an aggregate of 18,818,507 of its Class B shares, AAP units and general partner units and then distributed the resulting 18,818,507 Class A shares to certain of the selling shareholders listed below and (iii) FRCI, LLC (FRCI) exercised the Exchange Right with respect to 445,466 of its Class B shares, AAP units and general partner units and then distributed the resulting 445,466 Class A shares to certain of the selling shareholders listed below. We are amending the Selling Shareholders table in the Prospectus to reflect these transfers and to include or update information with respect to the transferees of such interests.

Selling Shareholders	Class A Shares Beneficially Owned Prior to the Offering	Percentage of Class A Shares Beneficially Owned Prior to the Offering	Class A Shares Offered Hereby	Class A Shares to be Beneficially Owned After Offering	Percentage of Class A Shares to be Beneficially Owned After Offering
KAFU Holdings, L.P.(1)(2)	3,305,189	*	3,305,189		
KAFU Holdings LLC(1)(3)	39,051	*	39,051		
Daniel Zelikow Custodian FBO Mateo P. Sanguinetti-Zelikow(1)	19,512	*	19,512		
Daniel Zelikow Custodian FBO Maya N. Sanguinetti-Zelikow(1)	19,512	*	19,512		
Steven Zaw and Noriko Zaw, Trustees of the Zaw Family 2013 Living Trust dtd October 26, 2013(1)(4)	643	*	643		
Other KAFU Transferees(5)	1,674,647(6)	*	1,303,067(6)	371,580	*
KAFU Holdings (QP), L.P.(1)(7)	64,803,104	10.4%	64,803,104		
Kayne Anderson MLP Fund, L.P.(1)(8)	5,332,745(9)	*	2,256,245(9)	3,076,500	*
Kayne Anderson Capital Income Partners (QP), L.P.(1)(8)	1,819,773	*	1,819,773		
The Lieberthal Trust dtd 3/23/89(10)	1,565,548	*	1,565,548		
Robert Sinnott 2010 GRAT dtd 1/28/2010(11)	1,487,244	*	1,487,244		
Rosa Sinnott 2010 GRAT dtd 1/28/2010(11)	1,487,244	*	1,487,244		
Daniel Weingeist	1,212,507	*	1,212,507		
Kayne Foundation(1)(12)	962,970	*	962,970		
R & R Schnell Living Trust dtd 1/26/91 as Amended and Restated(13)	812,936(14)	*	636,281(14)	176,655	*
William H. Waldorf	597,076	*	597,076		

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NFS/FMTC FBO William H. Waldorf IRA Rollover	547,994	*	547,994
Kanti (QP), L.P.(1)(7)	522,913	*	522,913
Kayne Anderson Non-Traditional Investments, L.P.(1)(7)	135,295	*	135,295
Kayne Anderson Capital Advisors, L.P.(1)(3)	91,095	*	91,095