

PLAINS GP HOLDINGS LP  
Form 8-K  
November 13, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **November 10, 2014**

**PLAINS GP HOLDINGS, L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-36132**  
(Commission File Number)

**90-1005472**  
(IRS Employer Identification  
No.)

**333 Clay Street, Suite 1600**  
**Houston, TX 77002**  
(Address of principal executive office) (Zip Code)

**(713) 646-4100**  
(Registrant's telephone number, including area code)

## Edgar Filing: PLAINS GP HOLDINGS LP - Form 8-K

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:

- 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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**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

Dated: November 13, 2014

**EXHIBIT INDEX**

<b>EXHIBIT</b>	<b>DESCRIPTION</b>
1.1	Underwriting Agreement, dated November 10, 2014, by and among Plains GP Holdings, L.P., PAA GP Holdings LLC, Oxy Holding Company (Pipeline), Inc. and J.P. Morgan Securities LLC and Citigroup Global Markets Inc., as representatives of the several underwriters named therein.
5.1	Opinion of Vinson & Elkins L.L.P.
23.1	Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1).