

**Report of Organizational Actions
Affecting Basis of Securities**

Form **8937**
(December 2011)
Department of the Treasury
Internal Revenue Service

OMB No. 1545-2224

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name PLAINS GP HOLDINGS, LP		2 Issuer's employer identification number (EIN) 90-1005472	
3 Name of contact for additional information Ryan J Smith	4 Telephone No. of contact 866-809-1291	5 Email address of contact investorrelations@paalp.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 333 CLAY ST STE 1600		7 City, town, or post office, state, and Zip code of contact HOUSTON, TX 77002-4101	
8 Date of action Distributions on 2/13, 5/15, 8/14 and 11/13/2015	9 Classification and description Distribution to PAGP Class A shareholders		
10 CUSIP number 72651A108	11 Serial number(s)	12 Ticker symbol PAGP	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **During 2015 Plains GP Holdings, L.P ("PAGP") declared and paid cash distributions to its Class A shareholders of record as follows:**

\$.203 per share per share to shareholders of record at the close of business on January 30, 2015. The distribution was paid on February 13, 2015.

\$.222 per share per share to shareholders of record at the close of business on May 1, 2015. The distribution was paid on May 15, 2015.

\$.227 per share per share to shareholders of record at the close of business on July 31, 2015. The distribution was paid on August 14, 2015.

\$.231 per share per share to shareholders of record at the close of business on October 30, 2015. The distribution was paid on November 13, 2015.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **The above referenced PAGP cash distributions made during the calendar tax year of 2015 are a non-taxable return of capital to the extent of a Class A shareholder's tax basis in each PAGP Class A Share and a reduction in the tax basis of that Class A Share. Any cash distribution to the extent its exceeds a Class A Shareholder's tax basis is taxable as capital gains.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **PAGP has filed its 2015 US corporate income tax return and has determined that the cash distributions for 2015 were in excess of its current and accumulated earnings and profits and therefore a non-taxable return of capital.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Sections 301(c) and 316(a)
of the Internal Revenue Code.

18 Can any resulting loss be recognized? ▶ N/A

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____
This Form 8937 is a correction to the respective 2015 Form 8937s that were posted to PAGP's website to clarify and confirm that the original assumptions made on those filings were correct that the 2015 cash distributions were a return of capital and that PAGP did not have any current year or accumulated earnings and profits.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶

Walter van Zanten

Date ▶

10/30/2016

Print your name ▶ **Walter van Zanten**

Title ▶ **V.P. Tax**

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.