Form **8937**(December 2011)

Department of the Treasury Internal Revenue Service Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

1 Issuer's name		2 Issuer's employer identification number (EIN)		
PLAINS GP HOLDINGS, LP			90-1005472	
3 Name of contact for addition	nal information	Telephone No. of contact	5 Email address of contact	
Decem I Conside				
Ryan J Smith Number and street (or P.O. box if mail is not de		866-809-1291	investorrelations@paalp.com	
Trainbor and street (or 1.0.	box ii maii is not d	envered to street address) of contact	7 City, town, or post office, state, and Zip code of contact	
333 CLAY ST STE 1600			HOUSTON, TX 77002-4101	
8 Date of action		9 Classification and description	1.000.013,12.7100	
Distribution paid on 02/14/201		Distribution to Class A shareholde		
10 CUSIP number 11	Serial number(s)	12 Ticker symbol	13 Account number(s)	
72651A207		PAGP		
	Action Attach		See back of form for additional questions.	
14 Describe the organization	al action and, if apr	plicable, the date of the action or the da	ate against which shareholders' ownership is measured for	
the action ▶ PLAINS GP	HOLDINGS LP n	aid a quarterly distribution on Febru	party 14, 2017 to Class A shareholders of record at the	
close of business on January	31. 2017. At this ti	ime hased on reasonable assumption	ons by PLAINS GP HOLDINGS, LP, this cash distribution	
is expected to be a non-taxable	e return of capital	as PLAINS GP HOLDINGS I Dis not	t expected to have any current or accumulated earnings	
and profits in 2017. Pursuant t	o the applicable T	reasury Pegulations under Section 6	6045B, if these assumptions turn out to be incorrect,	
PLAINS GP HOLDINGS I P wil	I file a corrected f	form 8937 within 45 days of such dete	oversite assumptions turn out to be incorrect,	
		The state of the s	O THIN COUNTY	
_ II _ E _ M				
15 Describe the quantitative e	offers of the community			
share or as a percentage of	of old basis >	zational action on the basis of the secu	rity in the hands of a U.S. taxpayer as an adjustment per	
share or as a percentage of	I Old Dasis P PLA	INS GP HOLDINGS, LP paid a distrib	ution of \$0.5500 per Class A share on February 14,	
2017. At this time, based on re	asonable assump	tions by PLAINS GP HOLDINGS, LP,	this cash distribution is expected to be a non-taxable	
return of capital to the extent of	of a Class A Share	holder's tax basis in each PAGP Cla	ss A Share and a reduction in the tax basis of that	
Class A Share. Any cash distri	bution to the exte	nt it exceeds a Class A Shareholder's	s tax basis is taxable as capital gains.	
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16 Describe the calculation of	the change in has	is and the data that supports the colour	lation, such as the market values of securities and the	
valuation dates ▶ At this t	ima basad an raa	someble consumptions by DI AINS OF	ation, such as the market values of securities and the	
to be a non toyable setuen of a	nite, based on rea	sonable assumptions by PLAINS GP	HOLDINGS, LP, this cash distribution is expected	
to be a non-taxable return or ca	ipital to the exten	of a Class A Shareholder's tax basi	s in each PAGP Class A Share and a reduction in the	
ax basis of that Class A Share	. Any cash distrib	ution to the extent it exceeds a Class	s A Shareholder's tax basis is taxable as capital gains.	
			200 200	

Part II	Organizational Action (continu	ied)		Page
17 List the Sections 30	e applicable Internal Revenue Code sec 1(c) and 316(a) of the Internal Revenu	ction(s) and subsection(s) upon wh	ich the tax treatment is based	
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		15000		
W-7382				
10.2.2	- 1000 House - 100			
8 Can an	y resulting loss be recognized? ► <u>N/A</u>	1000		
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Drovido	any other information passages to im-	alamant the and but as a section to		
9 Provide	any other information necessary to imp	piement the adjustment, such as t	ne reportable tax year ► NON	E
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	penalties of perjury, I declare that I have ex	xamined this return, including accomp of preparer (other than officer) is base	anying schedules and statements ed on all information of which prep	, and to the best of my knowledge an arer has any knowledge.
ign	it is true, correct, and complete. Declaration			5/2047
Under belief,	it is true, correct, and complete. Declaration		Date ▶ _02/15	5/2017
ign lere _{Signa}	ture WALTER VAN ZANTEN		Title ► V.P. TAX	
ign lere Signar	ture	Preparer's signature		

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054