

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) – May 22, 2024

Plains All American Pipeline, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-14569
(Commission File Number)

76-0582150
(IRS Employer Identification No.)

333 Clay Street, Suite 1600, Houston, Texas 77002
(Address of principal executive offices) (Zip Code)

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

(Former name or former address, if changed since last report)

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Units	PAA	Nasdaq

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The 2024 annual meeting of common unitholders and Series A Convertible Preferred unitholders (collectively, the “Unitholders”) of Plains All American Pipeline, L.P. (“PAA” or the “Partnership”) was held on May 22, 2024. At the annual meeting, the Unitholders (other than Plains AAP, L.P.) considered and voted on how to instruct PAA to vote the Class C shares of Plains GP Holdings, L.P. (“PAGP”) that PAA owns at PAGP’s annual meeting with respect to the following matters, each of which is described in greater detail in PAA’s Proxy Statement dated April 12, 2024 (the “Proxy Statement”): (i) the election of three Class III directors to serve on the board of directors of PAA GP Holdings LLC until the 2027 annual meeting; (ii) the ratification of the appointment of PricewaterhouseCoopers LLP as PAGP’s and PAA’s independent registered public accounting firm for the fiscal year ending December 31, 2024; (iii) the approval, on a non-binding advisory basis, of our 2023 named executive officer compensation; and (iv) a non-binding advisory vote on the frequency with which future advisory votes to approve our named executive officer compensation should be held.

The voting results for each matter presented at the PAA annual meeting were as follows (Note, for Items 1, 3 and 4 below, which are considered non-routine matters, broker non-votes are not considered votes cast and have no impact on the outcome. Out of the 539,507,571 common units and Series A Preferred units eligible to vote on Items 1, 2, 3 and 4, approximately 81.6%, or 440,132,999 units, were represented in person or by proxy at the PAA annual meeting):

- Unitholders (other than Plains AAP, L.P.) voted to instruct PAA to vote the PAGP Class C shares that it owns at the PAGP annual meeting on the election of three Class III directors to serve on the board of directors of PAA GP Holdings LLC until the 2027 annual meeting as follows:

Nominees	For	Withheld	Percentage of Votes Cast	
			FOR*	Broker Non-Votes
1. Greg Armstrong	316,513,284	2,568,340	99.2%	121,051,375
2. John Raymond	315,930,476	3,151,148	99.0%	121,051,375
3. Bobby Shackouls	306,808,469	12,273,155	96.2%	121,051,375

- Unitholders (other than Plains AAP, L.P.) voted to instruct PAA to vote the PAGP Class C shares that it owns at the PAGP annual meeting on the ratification of the appointment of PricewaterhouseCoopers LLP as PAGP’s and PAA’s independent registered public accounting firm for the fiscal year ending December 31, 2024 as follows:

For	Against	Abstained	Percentage of Votes Cast	
			FOR*	Broker Non-Votes
432,752,603	5,704,212	1,676,184	98.3%	-0-

- Unitholders (other than Plains AAP, L.P.) voted to instruct PAA to vote the PAGP Class C shares that it owns at the PAGP annual meeting on the approval, on a non-binding advisory basis, of our 2023 named executive officer compensation as follows:

For	Against	Abstained	Percentage of Votes Cast	
			FOR*	Broker Non-Votes
311,770,899	5,540,122	1,770,603	97.7%	121,051,375

- Unitholders (other than Plains AAP, L.P.) voted to instruct PAA to vote the PAGP Class C shares that it owns at the PAGP annual meeting, on a non-binding advisory basis, on the frequency with which future advisory votes to approve our named executive officer compensation should be held as follows.

Every 1 Year	Every 2 Years	Every 3 Years	Abstained	Broker Non-Votes
312,258,213	4,567,750	945,274	1,309,387	121,052,375

Consistent with the voting results on proposal number 4, the board of directors of PAA GP Holdings LLC has determined that the Partnership will hold future advisory votes to approve our named executive officer compensation every year until the next required advisory vote on the frequency of advisory votes to approve named executive officer compensation, which shall be not later than the 2030 annual meeting.

*With respect to Items 1, 2, 3 and 4, PAA Unitholders (other than Plains AAP, L.P.) voted on a “pass-through” basis by instructing PAA how to vote the PAGP Class C shares that it owns on Items 1, 2, 3 and 4 at the PAGP annual meeting.

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.

Date: May 28, 2024

PLAINS ALL AMERICAN PIPELINE, L.P.

By: PAA GP LLC, its general partner

By: Plains AAP, L.P., its sole member

By: Plains All American GP LLC, its general partner

By: /s/ Richard McGee

Name: Richard McGee

Title: Executive Vice President, General Counsel & Secretary