

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>KAFU HOLDINGS, L.P.</u> (Last) (First) (Middle) 1800 AVENUE OF THE STARS 3RD FLOOR (Street) LOS ANGELES CA 90067 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/15/2016	3. Issuer Name and Ticker or Trading Symbol <u>PLAINS ALL AMERICAN PIPELINE LP [PAA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <p style="text-align: center;">See remarks</p>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person _____ <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B Shares/Class A Units/GP Units	(1)(2)	(3)	Common Units	28,127,953	0	D	

1. Name and Address of Reporting Person* <u>KAFU HOLDINGS, L.P.</u> (Last) (First) (Middle) 1800 AVENUE OF THE STARS 3RD FLOOR (Street) LOS ANGELES CA 90067 (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>KAFU Holdings (QP), L.P.</u> (Last) (First) (Middle) 1800 AVENUE OF THE STARS, SUITE 300 (Street) LOS ANGELES CA 90067 (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>KAFU Holdings II, L.P.</u> (Last) (First) (Middle) 1800 AVENUE OF THE STARS 3RD FLOOR (Street) LOS ANGELES CA 90067 (City) (State) (Zip)

(City)

(State)

(Zip)

Explanation of Responses:

1. The limited partnership agreement of Plains AAP, L.P. ("AAP") was amended and restated on November 15, 2016 to provide, among other things, that each limited partner of AAP Holdings Class A Units, including the Reporting Persons, will have the right, subject to certain limitations, to redeem its Class A Units in AAP (the "Class A Units"), for common units ("Common Units") of Plains All American Pipeline, L.P. (the "Issuer") held by AAP on a one-for-one basis, by delivering such Class A Units to Plains AAP along with the associated Class B Shares (the "Class B Shares") in Plains GP Holdings, L.P. ("PAGP") and GP Units (the "GP Units") in PAA GP Holdings LLC (if applicable), to PAGP (the "Redemption Right").
2. Pursuant to the limited agreement of AAP, prior to November 15, 2017, the Reporting Person may not exercise their Redemption Right if such exercise would result in the redemption (taken together with any previous redemptions by the Reporting Persons) of more than 78% of the Class A Units held by the Reporting Persons as of November 15, 2016.
3. Pursuant to the limited partnership agreement of AAP, the Redemption Right does not expire.

Remarks:

Robert Sinnott is a director of the managing general partner of the Issuer. Based on the relationship of Mr. Sinnott and the Reporting Persons, the Reporting Persons may be deemed directors by deputation of the Issuer. KAFU Holdings (QP), L.P., KAFU Holdings, L.P., and KAFU Holdings II, L.P. are referred to herein as the "Reporting Persons." The filing of this Statement shall not be construed as an admission that any Reporting Person is, for purposes of Section 13(d) of the Exchange Act, as amended, the beneficial owner of any security.

David Shladovsky

11/21/2016

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.