

## 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

<b>1. Name and Address of Reporting Person*</b> <u>EMG Investment, LLC</u>  (Last) (First) (Middle) C/O THE ENERGY & MINERALS GROUP 811 MAIN STREET, STE. 4200  (Street) HOUSTON TX 77002  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 11/15/2016	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>PLAINS ALL AMERICAN PIPELINE LP [ PAA ]</u>  <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <p style="text-align: center;">See remarks</p>	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b> 11/21/2016  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>
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### 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	45,632,121	0	D	

<b>1. Name and Address of Reporting Person*</b> <u>EMG Investment, LLC</u>  (Last) (First) (Middle) C/O THE ENERGY & MINERALS GROUP 811 MAIN STREET, STE. 4200  (Street) HOUSTON TX 77002  (City) (State) (Zip)	<b>1. Name and Address of Reporting Person*</b> <u>NGP MR Management, LLC</u>  (Last) (First) (Middle) C/O THE ENERGY & MINERALS GROUP 811 MAIN STREET, STE. 4200  (Street) HOUSTON TX 77002  (City) (State) (Zip)
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**Explanation of Responses:**

- 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 holding 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").
- Pursuant to the limited partnership agreement of AAP, prior to November 15, 2017, the Reporting Persons 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.
- Pursuant to the limited partnership agreement of AAP, the Redemption Right does not expire.

**Remarks:**

John T. Raymond currently serves as the representative of EMG Investment, LLC on the board of directors of the managing general partner of the Issuer. John T. Raymond is the Chief Executive Officer of NGP MR Management, LLC, which is the manager of EMG Investment, LLC. As such, EMG Investment, LLC and NGP MR Management, LLC may each be deemed a director of the Issuer. 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.

/s/ John T. Raymond

11/21/2016

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.**