
**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): April 17, 2012

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)

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

(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))
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Item 8.01 Other Events.

On April 17, 2012, Plains All American Pipeline, L.P. issued a press release announcing that it had withdrawn its October 2011 proposal to acquire 100% of the issued and outstanding shares of Class A and Class B common stock of SemGroup Corporation (“SemGroup”) for \$24 per share in cash. The withdrawal was communicated to the management of SemGroup and its Board in a letter dated April 17, 2012. The press release and letter are attached to this Current Report as Exhibits 99.1 and 99.2, respectively, and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

Exhibit 99.1 – Press Release dated April 17, 2012.

Exhibit 99.2 – Letter dated April 17, 2012.

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: April 17, 2012

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 K. McGee

Name: Richard K. McGee

Title: Vice President

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated April 17, 2012.
99.2	Letter dated April 17, 2012.



News Release

FOR IMMEDIATE RELEASE

**Plains All American Withdraws
Proposal to Acquire SemGroup**

(Houston – April 17, 2012) Plains All American Pipeline, L.P. (NYSE: PAA) announced today that it has communicated to the management and Board of SemGroup that PAA has withdrawn its October 2011 proposal to acquire 100% of the issued and outstanding shares of Class A and Class B common stock of SemGroup Corporation for \$24.00 per share in cash.

A Partnership spokesperson stated that PAA did not intend to provide further comment.

Plains All American Pipeline, L.P. is a publicly traded master limited partnership engaged in the transportation, storage, terminalling and marketing of crude oil and refined products, as well as in the processing, transportation, fractionation, storage and marketing of natural gas liquids. Through its general partner interest and majority equity ownership position in PAA Natural Gas Storage, L.P. (NYSE: PNG), PAA owns and operates natural gas storage facilities. PAA is headquartered in Houston, Texas.

Contact: Roy I. Lamoreaux
Director, Investor Relations
713-646-4222 – 800-564-3036

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Plains All American Pipeline, L.P.
333 Clay Street, Suite 1600
Houston, TX 77002

April 17, 2012

Mr. Norman J. Szydlowski
President & Chief Executive Officer
SemGroup Corporation
Two Warren Place
6120 S. Yale Avenue, Suite 700
Tulsa, OK 74136-4216

Mr. John F. Chlebowski
Chairman of the Board
SemGroup Corporation
Two Warren Place
6120 S. Yale Avenue, Suite 700
Tulsa, OK 74136-4216

Dear Gentlemen:

Please accept this letter as notification that we are withdrawing our October 2011 proposal to acquire 100% of the issued and outstanding shares of Class A and Class B common stock of SemGroup Corporation for \$24.00 per share in cash.

Very truly yours,

/s/ Greg L. Armstrong

Greg L. Armstrong
Chairman and Chief Executive Officer