

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-K

### CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report—July 27, 2004  
(Date of earliest event reported—July 23, 2004)

## Plains All American Pipeline, L.P.

(Name of Registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction  
of incorporation or organization)

**1-14569**

(Commission  
File Number)

**76-0582150**

(I.R.S. Employer  
Identification No.)

**333 Clay Street, Suite 1600**

**Houston, Texas 77002**

**(713) 646-4100**

(Address, including zip code, and telephone number,  
including area code, of Registrant's principal executive offices)

**N/A**

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

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## Item 5. Other Events and Regulation FD Disclosure

On July 23, 2004, Plains All American GP LLC, the general partner of the general partner of Plains All American Pipeline, L.P. (PAA), amended its limited liability company agreement (the "LLC Agreement") to expand its board of directors from seven members to eight. As amended, the LLC Agreement provides that the mechanism for determining the constituency of the Board remains the same except that three independent directors, rather than two, are elected by majority vote of the owners of Plains All American GP LLC. On July 26, 2004, Plains Holdings Inc. (a wholly owned subsidiary of Plains Resources Inc.) designated Mr. David N. Capobianco as a director. Mr. J. Taft Symonds, the previous designee of Plains Holdings Inc., was elected by majority vote of the members of Plains All American GP LLC to fill the vacancy created by the expansion of the board.

Mr. Capobianco is a member of the Board of Vulcan Energy Corporation and a Managing Director of Vulcan Capital, an affiliate of Vulcan Inc., where he has been employed since April 2003. Previously, he served as a Vice President of Greenhill Capital from July 2001 to April 2003 and a Vice President of Harvest Partners from July 1995 to January 2001. Mr. Capobianco holds a BA in economics from Duke University and an MBA from Harvard Business School. Vulcan Energy Corporation is the wholly owning parent of Plains Resources Inc., which owns a 44% interest in Plains All American GP LLC.

## Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits

- 3.1 Amendment No. 2, dated July 23, 2004 to the Amended and Restated Limited Liability Company Agreement of Plains All American GP LLC dated as of June 8, 2001, as amended.

## 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.

PLAINS ALL AMERICAN PIPELINE, L.P.

Date: July 27, 2004

By: Plains AAP, L.P., its general partner

By: Plains All American GP LLC, its general partner

By: /s/ TIM MOORE

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Name: Tim Moore  
Title: Vice President

**EXHIBIT INDEX**

- 3.1 Amendment No. 2, dated July 23, 2004 to the Amended and Restated Limited Liability Company Agreement of Plains All American GP LLC dated as of June 8, 2001, as amended.

## QuickLinks

[Item 5. Other Events and Regulation FD Disclosure](#)

[Item 7. Financial Statements, Pro Forma Financial Information and Exhibits](#)

[SIGNATURES](#)

[EXHIBIT INDEX](#)

**SECOND AMENDMENT  
TO  
AMENDED AND RESTATED  
LIMITED LIABILITY COMPANY AGREEMENT  
OF  
PLAINS ALL AMERICAN GP LLC**

THIS SECOND AMENDMENT TO AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT (this "Amendment"), dated as of July 23, 2004, amends the Amended and Restated Limited Liability Company Agreement of Plains All American GP LLC, dated as of June 8, 2001, as amended by First Amendment thereto dated September 16, 2003 (as amended, the "Agreement"). Capitalized terms not otherwise defined in this Amendment are used as defined in the Agreement. The parties hereby agree as follows:

Section 7.1(a)(i) is hereby amended by deleting the first sentence thereof and replacing such sentence with the following:

(a)(i) Except as otherwise provided hereunder, the business and affairs of the Company shall be managed by or under the direction of the Board, which shall, subject to *Section 7.1(a)(iv)*, consist of eight (8) individuals designated as directors of the Company (the "*Directors*") as follows: (A) subject to Section 7.1(a)(iv), each Initial Designating Member shall be entitled to designate one (1) Director, (B) a Majority in Interest shall elect three (3) Directors, each of whom shall be Independent Directors, and (C) the Chief Executive Officer of the Company shall be a Director.

Section 7.1(a)(iv) is hereby amended by deleting the third sentence thereof and replacing such sentence with the following:

(iv) ... *At such time as no Member has the right to designate Directors pursuant to Section 7.1(a)(i)(A) or this Section 7.1(a)(iv), then the provisions of Sections 7.1(a)(i), (ii) and (iii) and the second sentence of this Section 7.1(a)(iv) shall terminate and the number of Directors comprising the Board shall be eight (8) and shall consist of at least three (3) Independent Directors and the Chief Executive Officer of the Company. ...*

Agreement hereto being evidenced by execution of a separate Member Consent.

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## QuickLinks

[EXHIBIT 3.1](#)