

PLAINS ALL AMERICAN PIPELINE LP
Form 8-K
November 16, 2017

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) **November 16, 2017**

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)

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(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 8.01 Other Events.

Deadlines for Submission of Unitholder Proposals and Nominations for 2018 Annual Meeting

We are governed indirectly by the board of directors (the Board) of PAA GP Holdings LLC (GP Holdings), which is the general partner of Plains GP Holdings, L.P. (PAGP). Beginning in 2018, PAGP will hold an annual meeting of its Class A, Class B and Class C shareholders for the purpose of electing directors to fill the positions held by certain members of the Board with expiring terms. We own 100% of the PAGP Class C shares. We will hold an annual meeting immediately prior to the PAGP annual meeting to allow our unitholders to cast a pass-through vote instructing us how to vote our Class C shares in the PAGP election. We will vote (or refrain from voting) our Class C shares in the election in the same proportion as our common unitholders vote (or refrain from voting) their common units at our annual meeting on a pass-through basis. We intend to hold our annual meeting in May 2018. The exact date, time and location will be included in the notice of the meeting that will be mailed to unitholders in advance of the 2018 annual meeting.

Any unitholder who, in accordance with Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the Exchange Act), wishes to submit a proposal for inclusion in our proxy statement for the 2018 annual meeting must submit their proposal in writing, along with proof of eligibility, to our principal executive offices in care of the Corporate Secretary by mail to 333 Clay Street, Suite 1600, Houston, Texas 77002. Proposal submissions must be received no later than the close of business (5:00 p.m. Central Time) on December 15, 2017 to be considered timely. We encourage any unitholder interested in submitting a proposal to consult knowledgeable counsel with regard to the detailed requirements of applicable securities laws. Submitting a proposal does not guarantee that we will include it in our proxy statement.

In addition, pursuant to Section 13.13 of our Seventh Amended and Restated Agreement of Limited Partnership (the PAA Partnership Agreement), any eligible unitholder who owns common units equal in number to 10% or more of the outstanding Class A, Class B and Class C shares of PAGP, taken together as a single class, is entitled to direct our general partner to cause us to nominate one person for election as a PAGP Eligible Director in accordance with Section 13.4(c)(ii) of PAGP's Second Amended and Restated Agreement of Limited Partnership (the PAGP Partnership Agreement). Eligible unitholders who wish to submit a nomination must deliver written notice thereof to our principal executive offices in care of the Corporate Secretary by mail to 333 Clay Street, Suite 1600, Houston, Texas 77002. Any such notice must comply with Section 13.13 of the PAA Partnership Agreement and the procedures set forth in Section 13.4(c)(ii) of the PAGP Partnership Agreement, including the informational requirements included in Section 13.4(c)(ii)(A)(3) of the PAGP Partnership Agreement, and must be received no later than the close of business (5:00 p.m. Central Time) on December 15, 2017 to be considered timely. We will not entertain any nomination at the annual meeting that does not meet the requirements set forth in the PAA Partnership Agreement and PAGP Partnership Agreement. Again, we encourage unitholders to seek advice from knowledgeable counsel before submitting a proposal or nomination. The PAA Partnership Agreement is filed as Exhibit 3.1 to PAA's Current Report on Form 8-K filed on October 12, 2017, and the PAGP Partnership Agreement is filed as Exhibit 3.2 to PAA's Current Report on Form 8-K filed on November 21, 2016.

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: November 16, 2017

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