

PLAINS ALL AMERICAN PIPELINE LP

Form 8-K

December 19, 2006

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**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) December 13, 2006**  
**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 1.01. Entry into a Material Definitive Agreement.**

On December 13, 2006, Plains All American Pipeline, L.P. (the Partnership ) entered into a purchase agreement with several institutional and private investors in connection with the sale by the Partnership of 6,163,960 common units of the Partnership (the Offering ) at a per unit price of \$48.67. The common units are being offered pursuant to an effective shelf registration statement that the Partnership previously filed with the U.S. Securities and Exchange Commission. The closing of the Partnership's sale of 6,163,960 common units is expected to occur later today.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

- 1.1 Purchase Agreement dated as of December 13, 2006 by and between Plains All American Pipeline, L.P. and the purchasers named therein.
  
  - 5.1 Legal Opinion of Vinson & Elkins L.L.P.
  
  - 8.1 Opinion of Vinson & Elkins L.L.P. as to certain tax matters
  
  - 23.1 Consent of Vinson & Elkins L.L.P. (included in Exhibits 5.1 and 8.1)
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**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.**

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

By: Plains All American GP LLC, its general partner

By: /s/ Tim Moore

Name:

Tim Moore

Title: Vice President

December 19, 2006

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