

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number: 001-36493

**DAKOTA PLAINS HOLDINGS, INC.**  
(Exact name of registrant as specified in its charter)

**294 Grove Lane East  
Wayzata, Minnesota 55391  
(952) 473-9950**  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Common Stock, \$0.001 par value per share  
Preferred Stock Purchase Rights**  
(Title of each class of securities covered by this Form)

**None**  
(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)      
Rule 12g-4(a)(2)      
Rule 12h-3(b)(1)(i)   
Rule 12h-3(b)(1)(ii)   
Rule 15d-6           

Approximate number of holders of record as of the certification or notice date:           116          

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Pursuant to the requirements of the Securities Exchange Act of 1934, Dakota Plains Holdings, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

**DAKOTA PLAINS HOLDINGS, INC.**

Date: March 7, 2017

By: /s/ Marty Beskow  
Marty Beskow  
Chief Financial Officer

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