

MGM Growth Properties LLC

Form 4

April 17, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH ROBERT W

(Last) (First) (Middle)

**C/O MGM GROWTH
PROPERTIES LLC, 6385 S.
RAINBOW BOULEVARD, SUITE
500**

(Street)

LAS VEGAS, NV 89118

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**MGM Growth Properties LLC
[MGP]**3. Date of Earliest Transaction
(Month/Day/Year)
04/13/20174. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)6. Individual or Joint/Group Filing(Check
Applicable Line)☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**SEC 1474
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	(1)	04/13/2017		A		24.8504		(2)	(3)	Class A Common Shares	24.8504

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SMITH ROBERT W
C/O MGM GROWTH PROPERTIES LLC
6385 S. RAINBOW BOULEVARD, SUITE 500
LAS VEGAS, NV 89118

X

Signatures

/s/ Andrew Hagopian III,
Attorney-In-Fact

04/17/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Restricted Share Units (RSUs) are granted under the MGM Growth Properties LLC 2016 Omnibus Incentive Plan (the "Plan"). Each RSU (1) represents the right to receive, following vesting, one share of Class A common shares representing limited liability company interests of the Issuer.

(2) The RSUs will vest upon the earlier of (i) January 12, 2018 or (ii) the date of the Company's next annual meeting of shareholders, in each case subject to the terms of the Plan and applicable award agreement.

(3) RSUs do not have an expiration date.

Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on MGM Growth Properties LLC's (4) common stock. The additional RSUs being reported reflect dividend equivalent rights at \$27.99 per RSU credited to the reporting person's account on 4/13/2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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