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Stewart James Form 4	s C.										
March 04, 20	19										
FORM	4	р статро	SECUD	TTES AN		TT A N T	CE (COMMISSION	r	PPROVAL	
	UNITE	DSIAIES		hington, l			GE (_01V11V1155101N	OMB Number:	3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	er STATI 5. Filed p s Section 1	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								January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type Ro	esponses)										
1. Name and Address of Reporting Person <u>*</u> Stewart James C.			2. Issuer Name and Ticker or Trading Symbol MGM Growth Properties LLC [MGP]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	(First) GROWTH ES LLC, 6385 BOULEVARI		3. Date of (Month/Da 03/04/20	-	nsaction			Director X Officer (give below) Chief I		6 Owner er (specify cer	
	(Street)	Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
LAS VEGAS	S, NY 89118							Form filed by N Person			
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securitie	es Acq	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution any		Transactio Code (Instr. 8)	nAcquired Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A) or)	Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Common Shares				Code V	Amount	(D) I	Price		D		

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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. Transacti Code (Instr. 8)	5. Number onof 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	<u>(1)</u>	03/04/2019		А	4,329	(2)	03/04/2023	Class A Common Shares	4,329

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Stewart James C. C/O MGM GROWTH PROPERTIES LLC 6385 S. RAINBOW BOULEVARD, SUITE 50 LAS VEGAS, NY 89118	0		Chief Executive Officer				
Signatures							
/s/ Andrew Hagopian III, Attorney-In-Fact	03/04/2019						
**Signature of Reporting Person	Date						
Explanation of Responses	•						

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).
- (1) Restricted Share Units (RSUs) are granted under the MGM Growth Properties LLC 2016 Omnibus Incentive Plan. Each RSU represents the right to receive one share of Class A common shares representing limited liability company interests of the Issuer.
- (2) The RSUs are fully vested. Delivery of shares will be made in four equal annual installments commencing on the first anniversary of the grant date. Any fractional shares will be paid in cash upon settlement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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