MGM Growth Properties LLC Form 4

April 17, 2017

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer

subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

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Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Roberts Thomas A

2. Issuer Name and Ticker or Trading

Symbol

MGM Growth Properties LLC

[MGP]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 04/13/2017

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify

C/O MGM GROWTH PROPERTIES LLC, 6385 S.

RAINBOW BOULEVARD, SUITE

(Street)

(First)

500

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

LAS VEGAS, NV 89118

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

04/13/2017

Execution Date, if

(Month/Day/Year)

3. Transactionrr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

4. Securities Acquired (A) 5. Amount of Securities Beneficially Owned Following

Reported

Ownership Form: Direct (D) or Indirect

(Instr. 4)

(I)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) Code V Amount

71.842

(2)

or Price (D)

Transaction(s) (Instr. 3 and 4)

27.815

5,228.723 D

Common Shares (1)

Class A

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

P

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SEC 1474 (9-02)

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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. Transaction Code (Instr. 8) | 5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration D | 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>(3)</u> | 04/13/2017 | | A | 61.7894 | <u>(4)</u> | <u>(4)</u> | Class A Common Shares | 61.7894 | |
| Deferred Share Units | <u>(6)</u> | 04/13/2017 | | A | 52.596 | <u>(6)</u> | <u>(6)</u> | Class A Common Shares | 52.596 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| Reporting Owner Name / Namess | Director | 10% Owner | Officer | Other | | |
| Roberts Thomas A 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).
- (1) Representing limited liability company interests.
- (2) The acquisition was pursuant to a dividend reinvesment of the dividend paid on 4/13/2017.
- Restricted Share Units (RSUs) are granted under the MGM Growth Properties LLC 2016 Omnibus Incentive Plan (the "Plan"). Each RSU (3) represents the right to receive, following vesting, one share of Class A common shares representing limited liability company interests of the Issuer.
- (4) The RSUs will vest upon the earlier of (i) April 19, 2017 or (ii) the date of the Issuer's next annual meeting of stockholders, in each case subject to the terms of the Plan and applicable award agreement.
- Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on MGM Growth Properties LLC's 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.

(6)

Reporting Owners 2

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Represents Deferred Share Units under the MGM Growth Properties LLC 2016 Deferred Compensation Plan for Non-Employee Directors. Each Deferred Share Unit is the economic equivalent of one Class A share. The Deferred Share Units become payable upon the reporting person's temination of service as a Director.

Dividend equivalent rights accrue with respect to these DSUs (and any previously accrued dividend equivalent rights) when and as dividends are paid on Class A common shares. The additional DSUs being reported reflect the number of DSUs credited to the reporting person's account on 4/13/2017, based on the dividend amount of \$0.3875 per share and the closing share price of \$27.99 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. 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.