

MGM Growth Properties LLC  
Form 8-K/A  
September 19, 2018

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

**Amendment No. 1**

**FORM 8-K/A**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): July 6, 2018**

**MGM Growth Properties LLC**

**MGM Growth Properties Operating Partnership LP**

**(Exact name of registrant as specified in its charter)**

**DELAWARE (MGM Growth**

**001-37733**

**47-5513237**



MGM Growth Properties LLC

MGM Growth Properties Operating Partnership LP

**Item 2.01 Completion of the Acquisition or Disposition of Assets.**

On July 6, 2018, MGM Growth Properties Operating Partnership LP (the Operating Partnership), a subsidiary of MGM Growth Properties LLC (the Company), and MGP OH, Inc., a Delaware corporation and a subsidiary of the Operating Partnership (MGP OH), filed a Current Report on Form 8-K reporting that it had completed the transactions contemplated by the Membership Interest Purchase Agreement (the Agreement), dated April 4, 2018, with Milstein Entertainment LLC, an Ohio limited liability company, and Brock Milstein, which provided for, among other things, the purchase by MGP OH of all of the membership interests of Northfield Park Associates LLC, an Ohio limited liability company that owns the real estate assets and operations of the Hard Rock Rocksino Northfield Park (Northfield Park). This Form 8-K/A amends the Form 8-K filed on July 6, 2018 to include the financial statements and pro forma financial information required by Items 9.01(a) and 9.01(b) of Form 8-K.

In addition, on September 18, 2018, MGM Resorts International (MGM Resorts), the Operating Partnership, the Company and MGP Lessor, LLC (the Landlord) entered into a Master Transaction Agreement to sell the operations of Northfield Park to a subsidiary of MGM Resorts. Concurrently with the sale, MGP OH will liquidate and the real estate assets of Northfield Park will be transferred to the Landlord. The Landlord will lease such real estate assets to a subsidiary of MGM Resorts pursuant to an amendment to the master lease agreement. The unaudited pro forma condensed consolidated financial information included in Exhibit 99.3 reflects this disposition.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial Statements of Businesses Acquired

Audited consolidated financial statements of Northfield Park as of and for the years ended December 31, 2017 and 2016 with report of independent auditors included as Exhibit 99.1

Unaudited condensed consolidated financial statements of Northfield Park as of June 30, 2018 and for the six months ended June 30, 2018 and 2017 included as Exhibit 99.2

(b) Pro Forma Financial Information

Unaudited pro forma condensed consolidated financial information included as Exhibit 99.3

(c) Not applicable.

(d) Exhibits:

**Exhibit  
No.**

**Description**

23.1	<u>Consent of Deloitte &amp; Touche LLP</u>
99.1	<u>Audited consolidated financial statements of Northfield Park as of and for the years ended December 31, 2017 and 2016</u>

- 99.2 Unaudited condensed consolidated financial statements of Northfield Park as of June 30, 2018 and for the six months ended June 30, 2018 and 2017
- 99.3 Unaudited pro forma condensed consolidated financial information

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MGM Growth Properties LLC

Date: September 19, 2018

By: /s/ Andy H. Chien  
Andy H. Chien  
Chief Financial Officer and Treasurer

MGM Growth Properties Operating Partnership LP  
By: MGM Growth Properties OP GP LLC, its general partner

Date: September 19, 2018

By: /s/ Andy H. Chien  
Andy H. Chien  
Chief Financial Officer and Treasurer