

MGM Growth Properties LLC  
Form 4  
January 18, 2017

**FORM 4**

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

Check this box  
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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rietbrock Michael

(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)  
01/13/2017

4. 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<br>Security<br>(Instr. 3)      | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Shares <sup>(1)</sup> |                                         |                                                             | Code                                 | V Amount (D) Price                                                         | 5,000                                                                                                              | D                                                                    |                                                                   |

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)

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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 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                     | (2)                                                    | 01/13/2017                           |                                                    | A                              | 67.9362                                                                                 | (3) (3)                                                  | Class A Common Shares 67.9362                                 |
| Deferred Share Units                       | (5)                                                    | 01/13/2017                           |                                                    | A                              | 24.2565                                                                                 | (5) (5)                                                  | Class A Common Shares 24.2565                                 |

## Reporting Owners

| Reporting Owner Name / Address                                                                                    | Relationships                    |
|-------------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                                   | Director 10% Owner Officer Other |
| Rietbrock Michael<br>C/O MGM GROWTH PROPERTIES LLC<br>6385 S. RAINBOW BOULEVARD, SUITE 500<br>LAS VEGAS, NV 89118 | X                                |

## Signatures

/s/ Andrew Hagopian III,  
Attorney-In-Fact  
01/18/2017

\_\_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.
- Restricted Share Units (RSUs) are granted under the MGM Growth Properties LLC 2016 Omnibus Incentive Plan (the "Plan"). Each RSU
- (2) represents the right to receive, following vesting, one share of Class A common shares representing limited liability company interests of the Issuer.
- (3) 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 (and any previously accrued dividend equivalent rights) when and as
- (4) dividends are paid on Class A common shares. The additional RSUs being reported reflect the number of RSUs credited to the reporting person's account on 1/13/2017, based on the dividend amount of \$0.3875 per share and the closing share price of \$25.07 on 1/13/2017.
- Represents Deferred Share Units under the MGM Growth Properties LLC 2016 Deferred Compensation Plan for Non-Employee
- (5) 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 termination of service as a Director.

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- Dividend equivalent rights accrue with respect to these DSUs (and any previously accrued dividend equivalent rights) when and as
- (6) 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 1/13/2017, based on the dividend amount of \$0.3875 per share and the closing share price of \$25.07 on 1/13/2017.

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.