

Rietbrock Michael  
Form 4  
May 04, 2018

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol  
MGM Growth Properties LLC  
[MGP]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/02/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Class A Common Shares           | 05/02/2018                           |  | M                              | 3,947 A \$ 0  | 8,947   | D  |                                   |

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

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SEC 1474 (9-02)

**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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Share Units                     | (1)  | 05/02/2018                           |  | M                              | 3,947   | (2) (2)  | Class A Common Shares   | 3,947                         |
| Restricted Share Units                     | (1)  | 05/02/2018                           |  | A                              | 4,091   | (3) (3)  | Class A Common Shares   | 4,091                         |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Rietbrock Michael  
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

05/04/2018

\*\*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 Stock Units (RSUs) granted under 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) May 31, 2018 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. Any fractional shares were paid in cash upon settlement.
  - (3) The RSUs will vest upon the earlier of (i) May 2, 2019 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. 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.