

Rietbrock Michael  
Form 4  
January 17, 2019

**FORM 4**

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

OMB APPROVAL

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

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)  
01/15/2019

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Class A Common Shares           |                                      |  |                                | (A) or (D) Price  | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Deferred Share Units                       | (1)  | 01/15/2019                           |  | A                              | 118.4368  | (1) (1)  | Class A Common Shares 118.4368                                |
| Restricted Share Units                     | (3)  | 01/15/2019                           |  | A                              | 65.951  | (4) (4)  | Class A Common Shares 65.951                                  |

## 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

01/17/2019

\*\*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).
- Represents Deferred Share Units (DSUs) under the MGM Growth Properties LLC 2016 Deferred Compensation Plan for Non-Employee
- (1) Directors. Each DSU is the economic equivalent of one Class A share. The DSUs become payable upon the reporting person's termination of service as a Director. Any fractional shares will be paid in cash upon settlement.
  - (2) Dividend equivalent rights accrue with respect to these DSUs when and as dividends are paid on MGM Growth Properties Class A common shares and become payable upon the reporting person's termination of service as a Director.
- Restricted Stock Units (RSUs) granted under 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) 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.
  - (5) Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on MGM Growth Properties Class A common shares and vest on the same dates and in the same relative proportions as the RSUs on which they accrue.

## Edgar Filing: Rietbrock Michael - Form 4

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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