

MGM Growth Properties LLC  
Form 4  
July 19, 2016

**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  
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Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TAYLOR DANIEL J

(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)  
07/15/2016

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 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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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	(1)	07/15/2016		A		70.9716		(2)	(2)	Class A Common Shares	70.9716
Restricted Share Units	(1)	07/15/2016		A		42.585		(4)	(4)	Class A Common Shares	42.585

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TAYLOR DANIEL J 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

07/19/2016

\_\_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 Share Units (RSUs) are granted under the 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.
- The RSUs will vest upon the earlier of (i) April 19, 2017 (the first anniversary of the date of grant of the RSUs) and (ii) the date of the
- (2) next annual meeting of MGM Resorts International's stockholders following June 1, 2016, in each case subject to the terms of the Plan and applicable award agreement.
- As previously reported, on 4/19/2016 the reporting person was granted 7,143 RSUs. Dividend equivalent rights accrue with respect to these RSUs (and any previously accrued dividend equivalent rights) when and as dividends are paid on Class A common shares. The
- (3) additional RSUs being reported reflect the number of RSUs credited to the reporting person's account on 7/15/2016, based on the dividend amount of \$0.2632 per share and the closing share price of \$26.49 on 7/15/2016.
- (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.
- (5) As previously reported, on 4/19/2016 the reporting person was granted 4,286 RSUs. Dividend equivalent rights accrue with respect to these RSUs (and any previously accrued dividend equivalent rights) when and as 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 7/15/2016, based on the

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dividend amount of \$0.2632 per share and the closing share price of \$26.49 on 7/15/2016.

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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