

MGM Growth Properties LLC

Form 4

April 21, 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

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(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)
04/19/2017

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 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 (D) Price		

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

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information contained in this form are not
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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)**

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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 Underlying (Instr. 3 and	
				Code	V	Date Exercisable	Expiration Date	Title
Restricted Share Units	<u>(1)</u>	04/19/2017		M		7,541.2763	<u>(2)</u>	<u>(2)</u> Class A Common Shares
Deferred Share Units	<u>(3)</u>	04/19/2017		M	7,541.2763		<u>(3)</u>	<u>(3)</u> Class A Common Shares
Restricted Share Units	<u>(1)</u>	04/19/2017		M		4,524.9769	<u>(4)</u>	<u>(4)</u> Class A Common Shares
Deferred Share Units	<u>(3)</u>	04/19/2017		M	4,524.9769		<u>(3)</u>	<u>(3)</u> Class A Common Shares

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

04/21/2017

____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).

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.

Represents Deferred Share Units under the MGM Growth Properties LLC 2016 Deferred Compensation Plan for Non-Employee (3) 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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- (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.

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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