

Rietbrock Michael
Form 4
January 18, 2018

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 *
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)
01/16/2018

☒ 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Shares ⁽¹⁾			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
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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	(2)	01/16/2018		A	101.5618	(2) (2)	Class A Common Shares 101.5618
Restricted Share Units	(4)	01/16/2018		A	54.572	(5) (5)	Class A Common Shares 54.572

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

01/18/2018

__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).

(1) Representing limited liability company interests.

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

(2) 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.

(3) 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.

(4) Restricted Stock Units (RSUs) granted under MGM Growth Properties LLC 2016 Omnibus Incentive Plan (the "Plan"). Each RSU represents the right to receive, following vesting, one share of Class A common shares representing limited liability company interests of the Issuer.

(5) 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.

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- (6) 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.

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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