## Edgar Filing: MGM Growth Properties LLC - Form 4

MGM Grov Form 4 April 17, 20	wth Properties LL	С								
FORM 4 UNITED STATES SECURITIES AND EX					AND EX	CHANG	E COMMISSIO	-	OMB APPROVAL	
Check t if no lo subject Section Form 4 Form 5 obligati	his box nger to 16. or Filed pu ons Section 17	<b>MENT OF</b> rsuant to S	Washington, D.C. 20549 ENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES suant to Section 16(a) of the Securities Exchange Act of 1934, a) of the Public Utility Holding Company Act of 1935 or Section						Number:3235-0287Expires:January 312005Estimated averageburden hours perresponse0.5	
may co <i>See</i> Inst 1(b).	nunue.			•	•	ny Act of				
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> Chien Andy H			2. Issuer Name <b>and</b> Ticker or Trading Symbol MGM Growth Properties LLC [MGP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
PROPERT	(First) ( GROWTH TES LLC, 6385 S V BOULEVARD,			of Earliest T Day/Year) 2017	ransaction		Director X Officer (gi below) CF		% Owner her (specify	
LAS VEG	(Street) AS, NV 89118		4. If Amendment, Date Original Filed(Month/Day/Year)			al	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities	Acquired, Disposed	of, or Beneficia	llv Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3,	ies (A) or of (D)	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	
Reminder: Ro	eport on a separate lin	e for each cl	ass of sec	urities bene	Perso inforr requi	ons who re nation con red to resp	or indirectly. spond to the collected tained in this form ond unless the fo ently valid OMB co	n are not rm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

number.

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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	<u>(1)</u>	04/13/2017		А	137.3034	(2)	(2)	Class A Common Shares	137.3034

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Chien Andy H C/O MGM GROWTH PROPERTIES LLC 6385 S. RAINBOW BOULEVARD, SUITE 500 LAS VEGAS, NV 89118			CFO and Treasurer			
Signatures						
/s/ Andrew Hagopian III, Attorney-In-Fact	)4/17/2017					
**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.

(2) The RSUs will vest in four equal annual installments commencing on April 19, 2017 (the first anniversary of the date of grant), in each case subject to the terms of the Plan and applicable award agreement.

Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on MGM Growth Properties LLC's(3) common stock. The additional RSUs being reported reflect dividend equivalent rights at \$27.99 per RSU credited to the reporting person's account on 4/13/2017.

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.