

MGM Growth Properties LLC  
Form 8-K  
August 12, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**  
**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 12, 2016**

**MGM Growth Properties LLC**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**6385 S. Rainbow Blvd., Suite 500,**

**001-37733**  
**(Commission**

**file number)**

**47-5513237**  
**(I.R.S. employer**

**identification no.)**

**89118**

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**Las Vegas, Nevada**  
**(Address of principal executive offices)** **(Zip code)**  
**(702) 669-1480**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On August 12, 2016, MGM Growth Properties Operating Partnership LP (the Issuer) and MGP Finance Co-Issuer, Inc. (the Co-Issuer and together with the Issuer, the Issuers), consolidated subsidiaries of MGM Growth Properties LLC, a Delaware limited liability company (the Company), issued \$500 million in aggregate principal amount of their 4.500% senior unsecured notes due 2026 (the Notes) under an indenture dated as of August 12, 2016 (the Indenture), among the Issuers, the subsidiary guarantors party thereto and U.S. Bank National Association, as trustee. The Notes were sold in the United States only to accredited investors pursuant to an exemption from the Securities Act of 1933, as amended (the Securities Act), and subsequently resold to qualified institutional buyers pursuant to Rule 144A under the Securities Act and to non-U.S. persons in accordance with Regulation S under the Securities Act.

The Issuers intend to use the net proceeds of the offering, or approximately \$492.2 million (after giving effect to discounts, commissions and offering expenses), to refinance amounts outstanding under the Issuer's revolving credit facility that were drawn in connection with the Company's acquisition of the real property of Borgata Hotel Casino and Spa from MGM Resorts International (MGM), which was completed on August 1, 2016. Any remaining proceeds will be used for general corporate purposes.

The Notes will mature on September 1, 2026. The Company will pay interest on the Notes on March 1 and September 1 of each year, commencing on March 1, 2017. Interest on the Notes will accrue at a rate of 4.500% per annum and be payable in cash.

The Notes will be fully and unconditionally guaranteed, jointly and severally, by each of the Issuer's direct and indirect wholly owned material domestic subsidiaries, excluding the Co-Issuer, that guarantees the Issuer's senior credit agreement or any other material capital markets indebtedness. The notes will not be guaranteed by or be the obligations of the Company, MGM, MGM Growth Properties OP GP LLC, or MGM's other subsidiaries.

The Issuers may redeem all or part of the Notes at a redemption price equal to 100% of the principal amount of the Notes plus, to the extent the Issuers are redeeming Notes prior to the date that is three months prior to their maturity date, an applicable make whole premium, plus, in each case, accrued and unpaid interest.

The Indenture contains customary covenants that will limit the Issuers' ability and, in certain instances, the ability of the Issuers' subsidiaries, to borrow money, create liens on assets, make distributions and pay dividends on or redeem or repurchase stock, make certain types of investments, sell stock in certain subsidiaries, enter into agreements that restrict dividends or other payments from subsidiaries, enter into transactions with affiliates, issue guarantees of debt, and sell assets or merge with other companies. These limitations are subject to a number of important exceptions and qualifications set forth in the Indenture. A copy of the Indenture is filed herewith as Exhibit 4.1.

Events of default under the Indenture include, among others, the following with respect to the Notes: default for 30 days in the payment when due of interest on the Notes; default in payment when due of the principal of, or premium, if any, on the Notes; failure to comply with certain covenants in the Indenture for 60 days after the receipt of notice from the trustee or holders of 25% in aggregate principal amount of the Notes of such series; acceleration or payment default of debt of the Issuers or a significant subsidiary thereof in excess of a specified amount that remains uncured for 30 days; certain events of bankruptcy or insolvency; and the master lease or the guaranty related thereto terminating or ceasing to be effective in certain circumstances. In the case of an event of default arising from certain events of bankruptcy or insolvency with respect to the Issuers, all Notes then outstanding will become due and payable immediately without further action or notice. If any other event of default occurs with respect to the Notes, the trustee or holders of 25% in aggregate principal amount of the Notes may declare all the Notes to be due and payable immediately.

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The description set forth above is qualified in its entirety by the full text of the Indenture filed herewith as Exhibit 4.1. This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy the Notes.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth in Item 1.01 with respect to the Indenture is incorporated by reference into this Item 2.03.

**Item 9.01 Financial Statements and Exhibits.**

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits:

Exhibit No.	Description
4.1	Indenture, dated as of August 12, 2016, among MGM Growth Properties Operating Partnership LP, MGP Finance Co-Issuer, Inc., the subsidiary guarantors party thereto and U.S. Bank National Association, as trustee.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 12, 2016

**MGM Growth Properties LLC**

By: /s/ Andrew Hagopian III  
Name: Andrew Hagopian III  
Title: Assistant Secretary

INDEX TO EXHIBITS

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