

Chien Andy H
Form 4
July 18, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Chien Andy H

2. Issuer Name and Ticker or Trading Symbol
MGM Growth Properties LLC
[MGP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
CFO and Treasurer

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
07/16/2018

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Class A Common Shares | | | | (A) or (D) Price | 5,299 | D | |

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

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SEC 1474 (9-02)

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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 |
| Restricted Share Units | (1) | 07/16/2018 | | A | 75.25 | (2) (2) | Class A Common Shares 75.25 |
| Restricted Share Units | (1) | 07/16/2018 | | A | 83.7571 | (4) (4) | Class A Common Shares 83.7571 |
| Restricted Share Units | (1) | 07/16/2018 | | A | 101.5451 | (5) (5) | Class A Common Shares 101.545 |

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, 07/18/2018
Attorney-In-Fact

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 represents the right to receive, following vesting, one share of Class A common shares representing limited liability company interests of the Issuer.

(1) 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. Any fractional shares will be paid in cash upon settlement.

(2) Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on MGM Growth Properties Class A shares and vest on the same dates and in the same relative proportions as the RSUs on which they accrue.

(3)

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The RSUs will vest in four equal annual installments commencing on April 3, 2018 (the first anniversary of the date of grant), in each case subject to the terms of the Plan and applicable award agreement. Any fractional shares will be paid in cash upon settlement.

- (5) The RSUs will vest in four equal annual installments commencing on April 23, 2019 (the first anniversary of the date of grant), in each case subject to the terms of the Plan and applicable award agreement. Any fractional shares will be paid in cash upon settlement.

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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