

MGM Growth Properties LLC  
Form 8-K  
January 22, 2019

**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): January 22, 2019**

**MGM Growth Properties LLC**  
**MGM Growth Properties Operating Partnership LP**  
**(Exact name of registrant as specified in its charter)**

|                             |                   |                   |
|-----------------------------|-------------------|-------------------|
| <b>DELAWARE (MGM Growth</b> | <b>001-37733</b>  | <b>47-5513237</b> |
| <b>Properties LLC)</b>      |                   |                   |
| <b>DELAWARE (MGM Growth</b> | <b>333-215571</b> | <b>81-1162318</b> |

**Properties Operating Partnership  
LP)**

**(State or other jurisdiction**

**(Commission**

**(I.R.S. Employer**

**of incorporation)**

**File Number)**

**Identification No.)**

**1980 Festival Plaza Drive, Suite #750, Las Vegas, NV 89135**

**(Address of principal executive offices    Zip Code)**

**(702) 669-1480**

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

**N/A**

**(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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 7.01. Regulation FD Disclosure.**

On January 22, 2019, MGM Growth Properties Operating Partnership LP (the Issuer ) and MGP Finance Co-Issuer, Inc. (together with the Issuer, the Issuers ), consolidated subsidiaries of MGM Growth Properties LLC (the Company ), commenced an offering pursuant to exemptions from the registration requirements of the Securities Act of 1933, as amended (the Securities Act ), for the issuance of \$500 million in aggregate principal amount of senior notes due 2027 (the Offering ).

In connection with the Offering, the Issuers disclosed certain information to prospective investors in a preliminary offering memorandum dated January 22, 2019. The preliminary offering memorandum disclosed certain information that supplements or updates certain prior disclosures of the Company. Pursuant to Regulation FD, the Company is furnishing herewith such information, in the general form presented in the preliminary offering memorandum, as Exhibit 99.1 to this Form 8-K.

**Item 8.01. Other Events.**

On January 22, 2019, the Company and the Issuer issued a press release pursuant to Rule 135c under the Securities Act regarding commencement of the Offering. A copy of the press release is attached hereto as Exhibit 99.2.

**Item 9.01 Financial Statements and Exhibits.**

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits:

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | <u>Excerpts from preliminary offering memorandum of MGM Growth Properties Operating Partnership LP and MGP Finance Co-Issuer, Inc., dated January 22, 2019.</u> |
| 99.2        | <u>Press Release.</u>   |

**SIGNATURES**

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, thereunto duly authorized.

MGM Growth Properties LLC

Date: January 22, 2019

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

MGM Growth Properties Operating Partnership LP

Date: January 22, 2019

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