Roberts Thomas A Form 4 May 04, 2018

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

Expires:

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0.5

Estimated average

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Roberts Thomas A

2. Issuer Name and Ticker or Trading

Symbol

MGM Growth Properties LLC

[MGP]

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 05/02/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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)

X\_ Director

Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LAS VEGAS, NV 89118

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Amount of Securities Beneficially Owned Following Reported Transaction(s) 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

10% Owner

Other (specify

or Price

(A)

Code V Amount (D)

Class A

(Instr. 3)

Common Shares

5,228,723

(Instr. 3 and 4)

D

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

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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. Transac Code (Instr. 8			· · · · · · · · · · · · · · · · · · ·		ate	7. Title and Underlying (Instr. 3 and
	·							Date Exercisable	Expiration Date	Title
				Code '	V	(A)	(D)			
Restricted Share Units	(1)	05/02/2018		M			3,947.6158	(2)	(2)	Class A Common Shares
Deferred Share Units	(3)	05/02/2018		M		3,947.6158		(3)	(3)	Class A Common Shares
Restricted Share Units	(1)	05/02/2018		A		4,091		<u>(4)</u>	<u>(4)</u>	Class A Common Shares

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Roberts Thomas A						
C/O MGM GROWTH PROPERTIES LLC	X					
6385 S. RAINBOW BOULEVARD, SUITE 500	Λ					
LAS VEGAS, NV 89118						

# **Signatures**

/s/ Andrew Hagopian III,
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 Stock Units (RSUs) granted under 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 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.
- Represents Deferred Share Units under the MGM Growth Properties LLC 2016 Deferred Compensation Plan for Non-Employee

  (3) 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 temination of service as a Director.
- (4) The RSUs will vest upon the earlier of (i) May 2, 2019 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. Any fractional shares will be paid in cash upon settlement.

Reporting Owners 2

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