

MGM Growth Properties LLC
 Form 4
 January 18, 2017

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 *
 McManus John

(Last) (First) (Middle)

C/O MGM GROWTH PROPERTIES LLC, 6385 S. RAINBOW BOULEVARD, SUITE 500

(Street)

LAS VEGAS, NV 89118

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 01/13/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 ⁽¹⁾ | | | | (A) or (D) Price | 12,500 | 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 | (2) | 01/13/2017 | | A | 226.4434 | (3) | (3) | Class A Common Shares | 226.4434 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McManus John
C/O MGM GROWTH PROPERTIES LLC
6385 S. RAINBOW BOULEVARD, SUITE 500
LAS VEGAS, NV 89118

X

Signatures

/s/ Andrew Hagopian III,
Attorney-In-Fact

01/18/2017

__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).

(1) Representing limited liability company interests.

(2) 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.

(3) The RSUs will vest on April 19, 2017 (the first anniversary of the date of grant of the RSUs), subject to the terms of the Plan and applicable award agreement.

(4) Dividend equivalent rights accrue with respect to these RSUs (and any previously accrued dividend equivalent rights) when and as dividends are paid on Class A common shares. The additional RSUs being reported reflect dividend equivalent rights at \$25.07 per RSU credited to the reporting person's account on 1/13/2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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