

Stewart James C.
Form 4
April 23, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Stewart James C.

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
04/19/2019

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Chief Executive Officer

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

LAS VEGAS, NY 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Shares	04/19/2019		M	5,645 A	\$ 0	18,752	D
Class A Common Shares	04/19/2019		F	2,222 D	\$ 32.42	16,530	D
Class A Common Shares ⁽¹⁾	04/19/2019		A	55,470 A	\$ 0	72,000	D

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Class A
Common Shares 04/19/2019 F 21,828 D \$ 32.42 50,172 D

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

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(9-02)

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)	8. Pr Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	(2)	04/19/2019		M	5,645	(3)	(3)	Class A Common Shares	5,645

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Stewart James C.
C/O MGM GROWTH PROPERTIES LLC
6385 S. RAINBOW BOULEVARD, SUITE 500
LAS VEGAS, NY 89118

Chief Executive Officer

Signatures

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

04/23/2019

**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)

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Represents the vesting and cash settlement of 29,240 performance share units granted on April 19, 2016 under the MGM Growth Properties LLC (the "Company") 2016 Omnibus Incentive Plan. The number of shares awarded at the end of the performance period was based upon the Company's three-year total shareholder return ranking among the three-year return of the non-mortgage REIT component companies of the NAREIT Index.

- Restricted Share Units (RSUs) are granted under the MGM Growth Properties LLC 2016 Omnibus Incentive Plan (the "Plan"). Each RSU
- (2) represents the right to receive, following vesting, one share of Class A common shares representing limited liability company interests of the Company.
 - (3) The RSUs 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 are 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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