

MGM Growth Properties LLC  
Form 8-K  
January 23, 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 8.01. Other Events.**

On January 22, 2019, MGM Growth Properties LLC (the Company ) and MGM Growth Properties Operating Partnership LP (the Issuer ) issued a press release pursuant to Rule 135c under the Securities Act of 1933, as amended (the Securities Act ), announcing that the Issuer and MGP Finance Co-Issuer, Inc., consolidated subsidiaries of the Company, priced \$750 million in aggregate principal amount of senior notes due 2027 in an offering pursuant to exemptions from the registration requirements of the Securities Act. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits:

Exhibit No.	Description
99.1	<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