Roberts Thomas A
Form 4
July 18, 2018

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Roberts Thomas A

(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)
07/16/2018

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Shares								5,228.723	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)

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
Deferred Share Units	(1)	07/16/2018		A		268.0985		(1)	(1)	Class A Common Shares	268.0985
Restricted Share Units	(3)	07/16/2018		A		57.8661		(4)	(4)	Class A Common Shares	57.8661

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roberts Thomas A 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	07/18/2018
**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) Represents Deferred Share Units under the MGM Growth Properties LLC 2016 Deferred Compensation Plan for Non-Employee 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 termination of service as a Director. Any fractional shares will be paid in cash upon settlement.

(2) Dividend equivalent rights accrue with respect to these DSUs when and as dividends are paid on MGM Growth Properties Class A common shares and become payable upon the reporting person's termination of service as a Director.

(3) Restricted Stock Units (RSUs) granted under 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.

(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.

(5) Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on MGM Growth Properties Class A common shares and vest on the same dates and in the same relative proportions as the RSUs on which they accrue.

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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Explanation of Responses: