

MGM Growth Properties LLC
Form 8-K
August 09, 2016

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): August 9, 2016

MGM GROWTH PROPERTIES LLC

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction

of incorporation)

6385 S. Rainbow Blvd., Suite 500,

001-37733
(Commission

file number)

47-5513237
(I.R.S. employer

identification no.)

89118

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Las Vegas, Nevada
(Address of principal executive offices) **(Zip code)**
(702) 669-1480

(Registrant's telephone number, including area code)

Not Applicable

(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))

Item 7.01. Regulation FD Disclosure.

On August 9, 2016, MGM Growth Properties Operating Partnership LP and MGP Finance Co-Issuer, Inc. (together, the Issuers), consolidated subsidiaries of MGM Growth Properties LLC (the Company), commenced an offering pursuant to exemptions from the registration requirements of the Securities Act of 1933, as amended (the Securities Act), for the issuance of \$400 million in aggregate principal amount of senior notes due 2026 in a private placement (the Offering).

In connection with the Offering, the Issuers disclosed certain information to prospective investors in a preliminary offering memorandum dated August 9, 2016. The preliminary offering memorandum disclosed certain information that supplements or updates certain prior disclosures of the Company. Pursuant to Regulation FD, the Company is furnishing herewith such information, in the general form presented in the preliminary offering memorandum, as Exhibit 99.1 to this Form 8-K.

Item 8.01. Other Events.

On August 9, 2016, the Company issued a press release pursuant to Rule 135c under the Securities Act regarding the Offering. A copy of the press release is attached hereto as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits.

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits:

Exhibit No.	Description
99.1	Excerpts from preliminary offering memorandum of MGM Growth Properties Operating Partnership LP and MGP Finance Co-Issuer, Inc., dated August 9, 2016.
99.2	Press Release.

SIGNATURE

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 hereunto duly authorized.

Date: August 9, 2016

MGM Growth Properties LLC

By: /s/ Andrew Hagopian III
Name: Andrew Hagopian III

Title: Assistant Secretary

INDEX TO EXHIBITS

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