

MGM Growth Properties LLC  
Form 8-K  
June 18, 2018

**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): June 14, 2018**

**MGM Growth Properties LLC**  
**MGM Growth Properties Operating Partnership LP**  
**(Exact name of registrant as specified in its charter)**

**DELAWARE (MGM Growth  
Properties LLC)**

**001-37733**

**47-5513237**

**333-215571**

**81-1162318**

**DELAWARE (MGM Growth  
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, Nevada 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 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

MGM Growth Properties LLC

Emerging growth company

MGM Growth Properties Operating Partnership LP

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.

MGM Growth Properties LLC

MGM Growth Properties Operating Partnership LP

**Item 1.01 Entry into a Material Definitive Agreement.**

On June 14, 2018, MGM Growth Properties Operating Partnership LP (the Operating Partnership), a subsidiary of MGM Growth Properties LLC (the Company), the other loan parties and lenders named therein and Bank of America, N.A. (the Administrative Agent), entered into a Fourth Amendment (the Amendment) to the Credit Agreement, dated as of April 25, 2016, among the Operating Partnership, the lenders from time to time party thereto and the Administrative Agent (as amended to date, the Credit Agreement).

The Amendment (i) increased and extended the revolving facility to provide for \$1,350 million in borrowing capacity due 2023, (ii) extended the maturity date of the existing term loan A facility to 2023 and (iii) provided for a new \$200 million delayed draw term loan A due 2023. In addition, the revolving and term loan A facilities were repriced such that if total net leverage exceeds 5.75x the per annum rate would be LIBOR plus 2.25%; if total net leverage is greater than 5.25x but less than or equal to 5.75x the per annum rate would be LIBOR plus 2.00% (which is consistent with the current rate applicable to the term loan B facility); and if the total net leverage is less than or equal to 5.25x the per annum rate would be LIBOR plus 1.75% (which is consistent with what the current rate applicable to the term loan B facility would be if the operating partnership received an upgrade from either rating agency). Finally, the Amendment provided for certain other covenant modifications. The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, which is attached hereto as Exhibit 10.1.

The representations, warranties and covenants contained in the Amendment were made only for purposes of the Amendment and as of the specific date (or dates) set forth therein, were solely for the benefit of the parties to the Amendment and are subject to certain limitations as agreed upon by the contracting parties. In addition, the representations, warranties and covenants contained in the Amendment may be subject to standards of materiality applicable to the contracting parties that differ from those applicable to investors. Investors are not third-party beneficiaries of the Amendment and should not rely on the representations, warranties and covenants contained therein, or any descriptions thereof, as characterizations of the actual state of facts or conditions of the Operating Partnership. Moreover, information concerning the subject matter of the representations and warranties may change after the date of the Amendment, which subsequent developments may not be reflected in the Company's public disclosure.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth in Item 1.01 with respect to the Agreement is incorporated by reference into this Item 2.03.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits:

Exhibit No.	Description
10.1	

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Fourth Amendment to Credit Agreement, dated June 14, 2018, among MGM Growth Properties Operating Partnership LP, the other loan parties and lenders named therein and Bank of America, N.A., as administrative agent.

**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: June 18, 2018

By: /s/ Andrew Hagopian III  
Andrew Hagopian III  
Secretary

MGM Growth Properties Operating Partnership LP  
By: MGM Growth Properties OP GP LLC, its general partner

Date: June 18, 2018

By: /s/ Andrew Hagopian III  
Andrew Hagopian III  
Secretary