

MGM Growth Properties LLC  
 Form 424B2  
 January 30, 2019  
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Filed Pursuant to Rule 424(b)(2)  
 Registration No. 333-218090

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered<sup>(1)</sup></b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee<sup>(2)</sup></b>
Class A shares representing limited liability company interests	19,550,000	\$29.25	\$571,837,500	\$69,306.71

- (1) Includes 2,550,000 Class A shares subject to the underwriters' overallotment option to purchase additional shares from us.
- (2) Calculated in accordance with Rule 457(o) and Rule 457(r) under the Securities Act of 1933, as amended. This Calculation of Registration Fee table shall be deemed to update the Calculation of Registration Fee table in the registrant's Registration Statement on Form S-3ASR (File No. 333-218090).

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(To prospectus dated May 18, 2017)

*17,000,000 Shares***MGM Growth Properties LLC*****Class A shares***

This is an offering by MGM Growth Properties LLC ( "MGP" ). We are offering **17,000,000** Class A common shares representing limited liability company interests (the "Class A shares" ) of MGP. The Class A shares are listed on The New York Stock Exchange under the symbol "MGP". The last reported sale price of Class A shares on The New York Stock Exchange on January 28, 2019 was \$30.27 per share.

**An investment in MGP's Class A shares involves risks. See Risk Factors beginning on page S-16 of this prospectus supplement and the risks set forth under the caption Item 1A. Risk Factors included in our Annual Report on Form 10-K for the year ended December 31, 2017 and in our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2018, June 30, 2018 and September 30, 2018 which are incorporated by reference herein.**

	<b>Per share</b>	<b>Total</b>
Public Offering Price	\$ 29.25	\$ 497,250,000
Underwriting Discount(1)	\$ 1.17	\$ 19,890,000
Proceeds, before expenses, to us	\$ 28.08	\$ 477,360,000

(1) We refer you to "Underwriting" beginning on page S-40 of this prospectus supplement for additional information regarding underwriting compensation. *The underwriters may also exercise their over-allotment option to purchase an additional 2,550,000 Class A shares from us, at the public offering price, less the underwriting discount, for 30 days after the date of this prospectus supplement.*

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION (THE "COMMISSION" ) NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE SECURITIES DESCRIBED HEREIN OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

**NO GAMING OR REGULATORY AGENCY HAS APPROVED OR DISAPPROVED OF THESE SECURITIES, OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

**We expect to deliver the Class A shares against payment in New York, New York on or about January 31, 2019 through the facilities of The Depository Trust Company.**

*Joint lead book-running managers*

**J.P. Morgan**

*Joint book-running managers*

**Barclays**

**BofA Merrill Lynch**

**Citigroup**

**Deutsche Bank Securities**

*Senior co-managers*

**Evercore ISI**

**Morgan Stanley**

**Scotiabank**

**BNP PARIBAS**

**Fifth Third Securities**

*Co-managers*

**Citizens Capital Markets**

**SMBC**

**Credit Agricole CIB**

**SunTrust Robinson Humphrey**

**UBS Investment Bank**

Prospectus Supplement dated January 28, 2019

**KeyBanc Capital Markets**

**Comerica Securities**

**Ladenburg Thalmann**

**Union Gaming**

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