

**THIS REPORT HAS NOT BEEN, NOR WILL IT BE, FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. THIS REPORT, AND THE INFORMATION CONTAINED HEREIN, IS REQUIRED TO BE PROVIDED PURSUANT TO SECTION 4.03 OF THAT CERTAIN INDENTURE, DATED APRIL 20, 2016, BY AND AMONG MGP ESCROW ISSUER, LLC, TO BE MERGED WITH AND INTO MGM GROWTH PROPERTIES OPERATING PARTNERSHIP LP AND MGP ESCROW CO-ISSUER, INC. (TOGETHER THE “ISSUERS”), AND U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE (AS SUPPLEMENTED, SUCH INDENTURE GOVERNING THE ISSUERS’ 5.625% SENIOR NOTES DUE 2024).**

**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.

**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.