

MGM Growth Properties LLC Announces Closing Of Public Offering Of Class A Shares And Exercise Of Over-Allotment Option

LAS VEGAS, Sept. 11, 2017 /[PRNewswire](#)/ -- MGM Growth Properties LLC (NYSE: MGP) (the "Company") today announced that it has closed its previously announced underwritten follow-on public offering of 13,225,000 Class A shares (the "shares"), including 1,725,000 shares sold pursuant to the exercise in full by the underwriters of their over-allotment option, at a public offering price of \$30.60 per share for expected net proceeds of approximately \$386.6 million.

"We are pleased to have achieved a successful first follow-on offering upon the announcement of the National Harbor transaction and thank the investment community for their overwhelming support," said James Stewart, CEO of MGP. "Through this successful offering, including the exercise of the shoe, we have increased our public float by over 20%. Our Company remains committed to driving growth through accretive transactions and will continue to opportunistically access the capital markets."

The Company plans to use the net proceeds of the offering to pay MGM Resorts International ("MGM Resorts") a portion of the \$1,187.5 million purchase price for the long-term leasehold interest and real property improvements related to the MGM National Harbor casino resort (the "MGM National Harbor Transaction"), including to refinance indebtedness expected to be assumed by a subsidiary of the Company in connection with the transaction. The MGM National Harbor Transaction is expected to close in the fourth quarter of 2017, subject to regulatory approvals and other customary closing conditions.

The offering of the shares was not conditioned upon the successful completion of the MGM National Harbor Transaction. If the MGM National Harbor Transaction does not occur for any reason, the Company intends to use the net proceeds of the offering for working capital and general corporate purposes, which may include acquisitions, the repayment of indebtedness and other general business purposes.

BofA Merrill Lynch, Barclays, Deutsche Bank Securities, J.P. Morgan, Evercore ISI, and Morgan Stanley acted as joint book-running managers for the offering. BNP PARIBAS, Citigroup, Fifth Third Securities, SMBC Nikko, SunTrust Robinson Humphrey, Credit Agricole CIB, Citizens Capital Markets, Ladenburg Thalmann, Scotiabank, UBS Investment Bank and Union Gaming acted as co-managers for the offering.

The offering of these securities was made only pursuant to an effective shelf registration statement previously filed by the Company with the Securities and Exchange Commission ("SEC"), including a prospectus supplement and the prospectus forming part of the effective registration statement relating to the shares, copies of which may be obtained from BofA Merrill Lynch, 200 North College Street, 3rd Floor, Charlotte, NC 28255-0001, Attn: Prospectus Department, E-mail: dg.prospectus_requests@baml.com; Barclays Capital Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, Telephone: (888) 603-5847; E-mail:

barclaysprospectus@broadridge.com; Deutsche Bank Securities Inc., 60 Wall Street, New York, New York 10005-2836, Attention: Prospectus Group, Telephone: (800) 503-4611, E-mail: prospectus.cpdg@db.com; and J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, Telephone: (866) 803-9204, or by visiting the EDGAR database on the SEC's web site at www.sec.gov.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the shares, nor shall there be any offer, solicitation or sale of any shares in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Statements in this release that are not historical facts are "forward-looking" statements and "safe harbor statements" within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and/or uncertainties, including those described in the Company's public filings with the Securities and Exchange Commission. MGP has based forward-looking statements on management's current expectations and assumptions and not on historical facts. Examples of these statements include, but are not limited to, MGP's expectations regarding the timing of the closing of the acquisition. These forward-looking statements involve a number of risks and uncertainties. Among the important factors that could cause actual results to differ materially from those indicated in such forward-looking statements include risks related to MGP's ability to receive, or delays in obtaining, any regulatory approvals required to own its properties, or other delays or impediments to completing MGP's planned acquisitions or projects, including the MGM National Harbor Transaction and any other acquisitions of properties from MGM Resorts; the ultimate timing and outcome of any planned acquisitions or projects; MGP's ability to maintain its status as a REIT; the availability of and the ability to identify suitable and attractive acquisition and development opportunities and the ability to acquire and lease those properties on favorable terms; MGP's ability to access capital through debt and equity markets in amounts and at rates and costs acceptable to MGP; changes in the U.S. tax law and other state, federal or local laws, whether or not specific to REITs or to the gaming or lodging industries; and other factors described in MGP's periodic reports filed with the Securities and Exchange Commission. In providing forward-looking statements, MGP is not undertaking any duty or obligation to update these statements publicly as a result of new information, future events or otherwise, except as required by law. If MGP updates one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those other forward-looking statements.

SOURCE MGM Growth Properties LLC

For further information: Investment
Community: ANDY H. CHIEN, Chief
Financial Officer, MGM Growth
Properties LLC, (702) 669-1470, OR
News Media: (702) 669-1480 or media@mgmpreit.com



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