

# MGM Growth Properties LLC Announces Commencement Of Public Offering Of 14,500,000 Class A Shares

LAS VEGAS, Jan. 28, 2019 /[PRNewswire](#)/ -- MGM Growth Properties LLC (NYSE: MGP) (the "Company") today announced that it has commenced an underwritten public offering of 14,500,000 Class A shares (the "shares"). As part of the offering, the Company also intends to grant the underwriters a 30-day overallotment option to purchase up to an additional 2,175,000 shares.

The Company plans to use the net proceeds of the offering in part to repay revolver draws, with the balance for general corporate purposes, including the acquisition of real property associated with Empire City Casino's race track and casino (the "Empire City Transaction") from MGM Resorts International ("MGM") and payment of consideration to MGM for renovations undertaken by MGM regarding the Park MGM and NoMad Las Vegas property (the "Park MGM Lease Transaction"). Any proceeds received in connection with the exercise by the underwriters of their overallotment option to purchase additional shares will be used for general corporate purposes.

The offering is not conditioned upon the completion of the Empire City Transaction, the Park MGM Lease Transaction or any other transaction.

J.P. Morgan, Barclays, BofA Merrill Lynch and Citigroup will be acting as joint lead book-running managers for the offering.

The offering of these securities is being made pursuant to an effective shelf registration statement previously filed by the Company with the Securities and Exchange Commission ("SEC"). A preliminary prospectus supplement and accompanying prospectus relating to the offering will be filed with the SEC and will be available on the SEC's website. When available, a copy of the prospectus relating to the offering may be obtained from J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, Telephone: (866) 803-9204; 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](mailto:barclaysprospectus@broadridge.com); BofA Merrill Lynch, 200 North College Street, 3rd Floor, Charlotte, NC 28255-0001, Attn: Prospectus Department, E-mail: [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com); Citigroup, Global Markets Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue Edgewood, New York 11717, Telephone: (800) 831-9146 or by visiting the EDGAR database on the SEC's web site at [www.sec.gov](http://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. Any offer or sale will be made only by means of the Company's prospectus supplement and the base prospectus forming part of the effective registration statement relating to the shares.

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. Forward-looking statements are based on our current expectations and assumptions regarding our business, the economy and other future conditions. Because forward-looking statements relate

to the future, they are subject to inherent uncertainties, risks, and changes in circumstances that are difficult to predict. Our actual results may differ materially from those contemplated by the forward-looking statements. They are neither statements of historical fact nor guarantees or assurances of future performance. Therefore, we caution you against relying on any of these forward-looking statements. Among the important factors that could cause actual results to differ materially from those indicated in such forward-looking statements include risks related to the Company's ability to receive, or delays in obtaining, any regulatory approvals required to own its properties, or other delays or impediments to completing the Company's planned acquisitions or projects; the ultimate timing and outcome of any planned acquisitions or projects; the Company'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; the Company's ability to access capital through debt and equity markets in amounts and at rates and costs acceptable to the Company; 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 the Company's periodic reports filed with the Securities and Exchange Commission. In providing forward-looking statements, the Company 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 the Company 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: MGM  
GROWTH PROPERTIES LLC

CONTACTS: Investment Community,  
ANDY H. CHIEN, Chief Financial Officer,

MGM Growth Properties LLC, (702) 669-1470; News Media, (702) 669-1480 or [media@mgpreit.com](mailto:media@mgpreit.com)



**MGM GROWTH**  
PROPERTIES™

---

<http://www.mmgrowthproperties.com/2019-01-28-MGM-Growth-Properties-LLC-Announces-Commencement-Of-Public-Offering-Of-14-500-000-Class-A-Shares>