

MGM Growth Properties LLC
Form 8-K
May 04, 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): May 2, 2018

MGM Growth Properties LLC

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-37733
(Commission

file number)

47-5513237
(I.R.S. employer

identification no.)

1980 Festival Plaza Drive, Suite #750,

Las Vegas, Nevada
(Address of principal executive offices)

89135
(Zip code)

(702) 669-1480

(Registrant's telephone number, including area code)

Not Applicable

(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).

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.

Item 5.07 Submission of Matters to a Vote of Security Holders.

MGM Growth Properties LLC (the Company) held its annual meeting of shareholders on May 2, 2018 (the Annual Meeting), at which shareholders voted on the matters set forth below.

Proposal 1: To elect a Board of Directors

| Director | For | Against | Abstain |
|-----------------------|-------------|------------|---------|
| James J. Murren | 103,006,646 | 29,068,289 | 57,316 |
| Michael Rietbrock | 110,867,614 | 21,205,959 | 58,678 |
| Thomas Roberts | 110,783,779 | 21,287,194 | 61,278 |
| Daniel J. Taylor | 104,689,072 | 27,383,702 | 59,477 |
| Elisa Gois | 103,720,167 | 28,353,278 | 58,806 |
| William J. Hornbuckle | 103,720,062 | 28,353,117 | 59,072 |
| John M. McManus | 103,718,937 | 28,354,247 | 59,067 |
| Robert Smith | 110,860,747 | 21,207,323 | 64,181 |

Broker Non-Votes: 6,002,063 for each of Mr. Murren, Mr. Rietbrock, Mr. Roberts, Mr. Taylor, Ms. Gois, Mr. Hornbuckle, Mr. McManus and Mr. Smith.

Each of the foregoing directors was elected and received the affirmative vote of a majority of the votes cast at the annual meeting at which a quorum was present.

Proposal 2: To ratify the selection of Deloitte & Touche LLP as the Independent Registered Public Accounting Firm for the year ending December 31, 2018.

| For | Against | Abstain |
|-------------|---------|---------|
| 137,988,474 | 60,615 | 85,225 |

Broker Non-Votes: 0

The foregoing Proposal 2 was approved.

Proposal 3: To approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the proxy statement for the Annual Meeting.

| For | Against | Abstain |
|-------------|---------|---------|
| 131,876,733 | 172,139 | 83,379 |

Broker Non-Votes: 6,002,063

The foregoing Proposal 3 was approved.

SIGNATURE

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 hereunto duly authorized.

MGM Growth Properties LLC

Date: May 4, 2018

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