

VICI PROPERTIES INC.  
Form 425  
January 16, 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): January 16, 2018**

**MGM Growth Properties LLC**  
**MGM Growth Properties Operating Partnership LP**  
**(Exact name of registrant as specified in its charter)**

**DELAWARE (MGM Growth**  
**Properties LLC)**  
**DELAWARE (MGM Growth**

**001-37733**  
**333-215571**

**47-5513237**  
**81-1162318**

**Properties Operating Partnership  
LP)**

**(State or other jurisdiction**

**(Commission**

**(I.R.S. Employer**

**of incorporation)**

**File Number)**

**Identification No.)**

**1980 Festival Plaza Drive, Suite #750, Las Vegas, NV 89135**

**(Address of principal executive offices    Zip Code)**

**(702) 669-1480**

**(Registrant's telephone number, including area code)**

**N/A**

**(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).

MGM Growth Properties LLC

MGM Growth Properties Operating Partnership LP

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.

MGM Growth Properties LLC

MGM Growth Properties Operating Partnership LP



**Item 8.01 Other Events.**

On January 16, 2018, MGM Growth Properties LLC (the Company ) issued a press release announcing that the Company has proposed to acquire 100% of the common stock of VICI Properties Inc. ( VICI ).

There can be no assurance that an agreement providing for any transaction between the Company and VICI will be reached, or if an agreement is reached, that any transaction will be completed. Any transaction would be subject to the approval of the two companies' boards, regulatory and shareholder approvals, as well as other conditions.

A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits:

Exhibit No.	Description
99.1	<u>Press Release.</u>

**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.

Date: January 16, 2018

**MGM Growth Properties LLC**

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

**MGM Growth Properties Operating  
Partnership LP**

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