## DIVISION OF CORPORATION FINANCE

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

Mail Stop 3233

January 27, 2017

Via E-Mail
Andrew Hagopian III, Esq.
Secretary
MGM Growth Properties LLC
3950 Las Vegas Boulevard South
Las Vegas, Nevada 89119

Re: MGM Growth Properties Operating Partnership LP

**Registration Statement on Form S-4** 

Filed January 17, 2017 File No. 333-215571

Dear Mr. Hagopian:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Kasey Robinson, Staff Attorney, at (202) 551-5880 with any questions.

Sincerely,

/s/ Tom Kluck

Tom Kluck Legal Branch Chief Office of Real Estate and Commodities

cc: Rod Miller, Esq. (via e-mail)

Milbank, Tweed, Hadley & McCloy LLP