



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