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): September 4, 2026**

# VICI Properties Inc.
# VICI Properties L.P.

**(Exact Name of Registrant as Specified in its Charter)**

| | | |
|---|---|---|
| **Maryland (VICI Properties Inc.)** | **001-38372** | **81-4177147** |
| **Delaware (VICI Properties L.P.)** | **333-264352-01** | **35-2576503** |
| **(State or Other Jurisdiction of Incorporation)** | **(Commission File Number)** | **(IRS Employer Identification No.)** |

**535 Madison Avenue**
**New York, New York 10022**
**(Address of Principal Executive Offices) (Zip Code)**

**Registrant's telephone number, including area code: (646) 949-4631**

**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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|---|---|---|
| Common stock, $0.01 par value | VICI | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

| | | |
|---|---|---|
| VICI Properties Inc. | ☐ | Emerging growth company |
| VICI Properties L.P. | ☐ | 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.

| | |
|---|---|
| VICI Properties Inc. | ☐ |
| VICI Properties L.P. | ☐ |

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

***(d)*** On September 8, 2026, VICI Properties Inc. (the "**Company**") announced that John M. Sullivan has been appointed to the Company's Board of Directors (the "**Board**") as an independent director on September 4, 2026, subject to and effective upon the satisfaction of certain conditions, including receipt of all applicable regulatory approvals. Once effective, Mr. Sullivan's appointment is expected to increase the size of the Board to eight directors. Upon joining the Board, Mr. Sullivan will serve on the Board's Compensation Committee and Nominating and Governance Committee. Mr. Sullivan will be compensated in accordance with the Company's standard compensation policies and practices for the Board. In addition, the Company will enter into its standard form indemnification agreement with Mr. Sullivan. There are no transactions between the Company and Mr. Sullivan that would require disclosure under Item 404(a) of Regulation S-K. There are no arrangements or understandings between Mr. Sullivan and any other persons pursuant to which he was selected as director of the Company.

Mr. Sullivan served as President and Chief Executive Officer of Cadillac Fairview Corporation Limited ("Cadillac Fairview"), one of North America's leading owners, operators and developers of high-quality retail and mixed-use real estate, from January 2011 until his retirement in October 2023 and in multiple prior roles at Cadillac Fairview dating back to 1998. Mr. Sullivan currently serves on the Board of Directors of Colliers International (TSX: CIGI) since January 2024 and the Board of Directors of EQ Bank (Equitable Bank) (TSX: EQB) since April 2026. Mr. Sullivan holds a Bachelor of Science in Civil Engineering from Concordia University and an MBA from McGill University.

On September 8, 2026, the Company issued a press release announcing the appointment of Mr. Sullivan to the Board. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits*

| Exhibit No. | Description |
|---|---|
| 99.1 | Press Release, dated September 8, 2026 |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

| | |
|---|---|
| | **VICI PROPERTIES INC.** |
| Date: September 8, 2026 | By: /s/ SAMANTHA S. GALLAGHER |
| | Samantha S. Gallagher |
| | Executive Vice President, General Counsel and Secretary |

| | |
|---|---|
| | **VICI PROPERTIES L.P.** |
| Date: September 8, 2026 | By: /s/ SAMANTHA S. GALLAGHER |
| | Samantha S. Gallagher |
| | Secretary |

**Exhibit 99.1**

# VICI PROPERTIES INC. TO APPOINT JOHN M. SULLIVAN AS INDEPENDENT DIRECTOR

**NEW YORK, NEW YORK – September 8, 2026** – VICI Properties Inc. (NYSE: VICI) (“VICI Properties,” “VICI” or the “Company”), an experiential real estate investment trust, today announced that John M. Sullivan has been appointed to the Company’s Board of Directors (the “Board”) as an independent director, subject to and effective upon receipt of all applicable regulatory approvals. Once effective, Mr. Sullivan’s appointment is expected to increase the size of the Board to eight directors. Upon joining the Board, Mr. Sullivan will serve on the Board’s Compensation Committee and Nominating and Governance Committee.

Mr. Sullivan served as President and Chief Executive Officer of Cadillac Fairview Corporation Limited (“Cadillac Fairview”), one of North America’s leading owners, operators and developers of high-quality retail and mixed-use real estate, from January 2011 until his retirement in October 2023. Over a tenure of more than 25 years with Cadillac Fairview, he held a range of senior development and asset management roles and earlier in his career held executive leadership positions at Brookfield Properties, Marathon Realty Company Limited and First Quebec Corporation. Mr. Sullivan currently serves on the Board of Directors of Colliers International (TSX: CIGI) and the Board of Directors of EQ Bank (Equitable Bank) (TSX: EQB). Mr. Sullivan also serves on the Board of Trustees of The Hospital for Sick Children (SickKids) in Toronto, which he joined in 2016. He holds a Bachelor of Science in Civil Engineering from Concordia University and an MBA from McGill University.

“John will be an excellent addition to VICI’s Board of Directors,” said Jim Abrahamson, Chair of the Board. “His extensive leadership experience – including more than a decade leading Cadillac Fairview – and deep knowledge of real estate investment, capital allocation, business development and asset management will greatly contribute to VICI’s strategic planning and execution. On behalf of the Board, we look forward to welcoming John as his presence will further complement our Board’s existing breadth and depth of experience and expertise.”

“We are delighted to welcome John to our Board,” said Edward Pitoniak, Chief Executive Officer of the Company. “In addition to his extensive real estate investment background, John brings significant public company board experience. His contribution and perspective will be a great benefit to VICI as we continue to pursue our relationship-based focus on generating attractive, durable return for our shareholders.”

**About VICI Properties**

VICI Properties Inc. is an S&P 500® experiential real estate investment trust that owns one of the largest portfolios of market-leading gaming, hospitality, wellness, entertainment and leisure destinations, including Caesars Palace Las Vegas, MGM Grand and the Venetian Resort Las Vegas, three of the most iconic entertainment facilities on the Las Vegas Strip. VICI Properties owns 103 experiential assets across a geographically diverse portfolio consisting of 63 gaming properties and 40 other experiential properties across the United States and Canada. The portfolio is comprised of approximately 130 million square feet and features approximately 66,000 hotel rooms and over 700 restaurants, bars, nightclubs and sportsbooks. Its properties are occupied by industry-leading gaming, leisure and hospitality operators under long-term, triple-net lease agreements. VICI Properties has a growing array of real estate and financing partnerships with leading operators in other experiential sectors, including Cabot, Cain, Canyon Ranch, Chelsea Piers, Club Med, Great Wolf Resorts, Homefield, Kalahari Resorts and Lucky Strike Entertainment. VICI Properties also owns four championship golf courses and approximately 33 acres of undeveloped and underdeveloped land adjacent to the Las Vegas Strip. VICI Properties' goal is to create the highest quality and most productive experiential real estate portfolio through a strategy of partnering with the highest quality experiential place makers and operators. For additional information, please visit www.viciproperties.com.

**Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the federal securities laws. You can identify these statements by our use of the words "assumes," "believes," "estimates," "expects," "guidance," "intends," "plans," "projects," "will," and similar expressions that do not relate to historical matters. All statements other than statements of historical fact are forward-looking statements. You should exercise caution in interpreting and relying on forward-looking statements because they involve known and unknown risks, uncertainties, and other factors, which are, in some cases, beyond the Company's control and could materially affect VICI's actual results, performance, achievements, or VICI's ability to achieve the contemplated benefits. Other important risk factors that may affect the Company's business, results of operations and financial position are detailed from time to time in the Company's filings with the Securities and Exchange Commission. The Company does not undertake any obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise, except as may be required by applicable law.

**Investor Contacts:**

Investors@viciproperties.com

(646) 949-4631

Or

David Kieske

EVP, Chief Financial Officer

DKieske@viciproperties.com

Moira McCloskey

SVP, Capital Markets

MMcCloskey@viciproperties.com

Samantha Gallagher

EVP, General Counsel and Secretary

SGallagher@viciproperties.com

**LinkedIn:**

www.linkedin.com/company/vici-properties-inc

**Press Release Category: Corporate Governance**