

EQT Corp  
Form 10-Q/A  
December 03, 2014

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**Form 10-Q/A**

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(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES**

**EXCHANGE ACT OF 1934**

**For the quarterly period ended September 30, 2014.**

**or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES**

**EXCHANGE ACT OF 1934**

**For the transition period from            to            .**

**Commission file no. 1-3551**

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**EQT CORPORATION**

*(Exact name of registrant as specified in its charter)*

**Pennsylvania**

*(State or other jurisdiction of*

*incorporation or organization)*

**25-0464690**

*(I.R.S. Employer*

*Identification No.)*

**625 Liberty Avenue, Suite 1700**

**Pittsburgh, Pennsylvania 15222**

*(Address of principal executive offices, including zip code)*

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(412) 553-5700

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

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of September 30, 2014, 151,506 (in thousands) shares of common stock, no par value, of the registrant were outstanding.

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**Explanatory Note**

EQT Corporation (the Company) originally filed its Quarterly Report on Form 10-Q for the period ended September 30, 2014 (the Original Filing) with the Securities and Exchange Commission (SEC) on October 23, 2014. The Company is filing this Amendment No. 1 to its Quarterly Report on Form 10-Q (the Form 10-Q/A and, together with the Original Filing, the Form 10-Q) solely to re-file Exhibit 10.01 to the Original Filing in response to certain inquiries received from the SEC in connection with the Company's confidential treatment request for certain portions of the First Amended and Restated Limited Liability Company Agreement of Mountain Valley Pipeline, LLC, dated as of August 28, 2014.

Except for the foregoing, this Form 10-Q/A does not amend the Original Filing in any way and does not modify or update any disclosures contained in the Original Filing, which continues to speak as of the date of the Original Filing (including, but not limited to, any forward-looking statements made in the Original Filing, which have not been revised to reflect events that occurred or facts that became known after the Original Filing, and such forward-looking statements should be read in their historical context). Accordingly, this Form 10-Q/A should be read in conjunction with the Original Filing and the Company's other filings made with the SEC subsequent to the Original Filing.

**PART II. OTHER INFORMATION**

**Item 6. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
4.01	Indenture, dated as of August 1, 2014, among EQT Midstream Partners, LP, the subsidiary guarantors party thereto, and The Bank of New York Mellon Trust Company, N.A., as Trustee.
4.02	First Supplemental Indenture, dated as of August 1, 2014, among EQT Midstream Partners, LP, the subsidiary guarantors party thereto, and The Bank of New York Mellon Trust Company, N.A., as Trustee.
10.01	First Amended and Restated Limited Liability Company Agreement of Mountain Valley Pipeline, LLC, dated as of August 28, 2014, among MVP Holdco, LLC, US Marcellus Gas Infrastructure, LLC, and Mountain Valley Pipeline, LLC. Specific items in this exhibit have been redacted, as marked by three asterisks (***) , because confidential treatment for those terms has been requested. The redacted material has been separately filed with the Securities and Exchange Commission.
31.01	Rule 13(a)-14(a) Certification of Principal Executive Officer
31.02	Rule 13(a)-14(a) Certification of Principal Financial Officer
32	Section 1350 Certification of Principal Executive Officer and Principal Financial Officer
101	Interactive Data File

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant, EQT Corporation, has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EQT CORPORATION

By:

/s/ Philip P. Conti  
Philip P. Conti  
Senior Vice President and Chief Financial Officer

Dated: December 3, 2014

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>	<b>Method of Filing</b>
4.01	Indenture, dated as of August 1, 2014, among EQT Midstream Partners, LP, the subsidiary guarantors party thereto, and The Bank of New York Mellon Trust Company, N.A., as Trustee.	Previously Filed
4.02	First Supplemental Indenture, dated as of August 1, 2014, among EQT Midstream Partners, LP, the subsidiary guarantors party thereto, and The Bank of New York Mellon Trust Company, N.A., as Trustee.	Previously Filed
10.01	First Amended and Restated Limited Liability Company Agreement of Mountain Valley Pipeline, LLC, dated as of August 28, 2014, among MVP Holdco, LLC, US Marcellus Gas Infrastructure, LLC, and Mountain Valley Pipeline, LLC. Specific items in this exhibit have been redacted, as marked by three asterisks (***) , because confidential treatment for those terms has been requested. The redacted material has been separately filed with the Securities and Exchange Commission.	Filed herewith as Exhibit 10.01
31.01	Rule 13(a)-14(a) Certification of Principal Executive Officer	Filed herewith as Exhibit 31.01
31.02	Rule 13(a)-14(a) Certification of Principal Financial Officer	Filed herewith as Exhibit 31.02
32	Section 1350 Certification of Principal Executive Officer and Principal Financial Officer	Previously Filed
101	Interactive Data File	Previously Filed