

EQT Corp
Form 4
July 23, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
EQT Corp

(Last) (First) (Middle)

625 LIBERTY AVENUE, SUITE 1700

(Street)

PITTSBURGH, PA 15222

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Rice Midstream Partners LP [RMP]

3. Date of Earliest Transaction (Month/Day/Year)

07/23/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D) Price			
Common Units representing limited partner interests	07/23/2018		D	28,757,246	D <u>(1)</u> <u>(2)</u> 0	I	See Footnotes <u>(3)</u> <u>(4)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EQT Corp 625 LIBERTY AVENUE SUITE 1700 PITTSBURGH, PA 15222		X		
EQT Investments Holdings, LLC 101 CONVENTION CENTER DRIVE, SUITE 850 LAS VEGAS, NV 89109		X		
EQT Production Co 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222		X		
EQT RE, LLC 625 LIBERTY AVENUE SUITE 170 PITTSBURGH, PA 15222		X		
Rice Energy Operating LLC 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222		X		
Rice Midstream Holdings LLC 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222		X		
Rice Midstream GP Management LLC 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222		X		
				X

Rice Midstream GP Holdings LP
625 LIBERTY AVENUE, SUITE 1700
PITTSBURGH, PA 15222

Signatures

/s/ Robert J. McNally Senior Vice President and Chief Financial Officer of EQT Corporation	07/23/2018
__Signature of Reporting Person	Date
/s/ Joshua C. Miller Vice President of EQT Investments Holdings, LLC	07/23/2018
__Signature of Reporting Person	Date
/s/ David E. Schlosser, Jr. President of EQT Production Company	07/23/2018
__Signature of Reporting Person	Date
/s/ David E. Schlosser, Jr. President of EQT RE, LLC	07/23/2018
__Signature of Reporting Person	Date
/s/ David E. Schlosser, Jr. President of Rice Energy Operating LLC	07/23/2018
__Signature of Reporting Person	Date
/s/ Jeremiah J. Ashcroft III President of Rice Midstream Holdings LLC	07/23/2018
__Signature of Reporting Person	Date
/s/ Jeremiah J. Ashcroft III President of Rice Midstream GP Management LLC	07/23/2018
__Signature of Reporting Person	Date
/s/ Jeremiah J. Ashcroft III President of Rice Midstream GP Management LLC, the general partner of Rice Midstream GP Holdings LP	07/23/2018
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On July 23, 2018, pursuant to the Agreement and Plan of Merger dated as of April 25, 2018 (the Merger Agreement), by and among EQT Midstream Partners, LP (EQM), EQT Midstream Services, LLC, EQM Acquisition Sub, LLC, a wholly owned subsidiary of EQM (Merger Sub), EQM GP Acquisition Sub, LLC, a wholly owned subsidiary of EQM (GP Merger Sub), Rice Midstream Partners LP (the Issuer), Rice Midstream Management LLC, the general partner of RMP (RMP GP), and, solely for purposes of certain provisions therein, EQT Corporation (EQT), Merger Sub merged with and into the Issuer (the Merger), with the Issuer continuing as the surviving entity and as a wholly owned subsidiary of EQM, and GP Merger Sub merged with and into RMP GP, with RMP GP continuing as the surviving entity and a wholly owned subsidiary of EQM.

Pursuant to the Merger Agreement, at the effective time of the Merger (the Effective Time), (i) each common unit representing limited partner interests in the Issuer (each an RMP common unit) issued and outstanding as of immediately prior to the Effective Time was converted into the right to receive 0.3319 common units representing limited partner interests in EQM (the merger consideration) and (ii) each outstanding award of phantom units in respect of RMP common units fully vested and was converted into the right to receive the merger consideration, subject to applicable tax withholding, in respect of each RMP common unit subject thereto.

This Form 4 is being filed jointly by EQT, EQT Investments Holdings, LLC (Investments Holdings), EQT Production Company (EQT Production), EQT RE, LLC (EQT RE), Rice Energy Operating LLC (REO), Rice Midstream Holdings LLC (RMH), Rice Midstream GP Management LLC (Rice GP Management) and Rice Midstream GP Holdings LP (Rice GP Holdings). EQT directly owns 100% of the outstanding membership interests of Investment Holdings. Investments Holdings directly owns 100% of the common stock of EQT Production. EQT Production directly owns 100% of the outstanding membership interests of EQT RE. EQT RE and Rice Energy Sub Holdings LLC (Rice Sub Holdings) directly own 100% of the outstanding membership interests in REO, (sentence continues in next footnote)

(4) (cont. from footnote 3) and EQT RE directly owns 100% of the outstanding membership interests of Rice Sub Holdings. REO and Rice Midstream GP LLC (Rice GP LLC) directly own 100% of the outstanding membership interests of RMH, and REO directly owns 100%

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of the outstanding membership interests of Rice GP LLC. RMH and Rice GPH LLC directly own 100% of the outstanding limited partner interests in Rice GP Holdings, which directly held limited partner interests in the Issuer, and RMH directly owns 100% of the outstanding membership interests of Rice GPH LLC and Rice GP Management, the general partner of Rice GP Holdings. EQT, Investments Holdings, EQT Production, EQT RE, REO, RMH and Rice GP Management may therefore be deemed to beneficially own securities of the Issuer that were owned directly by Rice GP Holdings.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.