

Rice Energy Inc.
Form DEF 14A
April 17, 2017
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement.

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).

Definitive Proxy Statement.

Definitive Additional Materials.

Soliciting Material Pursuant to §240.14a-12.

Rice Energy Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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No fee required.

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- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

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- (4) Proposed maximum aggregate value of transaction:

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NOTICE OF 2017 ANNUAL MEETING OF STOCKHOLDERS

AND PROXY STATEMENT

To Be Held On May 31, 2017

RICE ENERGY INC.

2200 Rice Drive

Canonsburg, PA 15317

(724) 271-7200

To the Stockholders of Rice Energy Inc.:

NOTICE IS HEREBY GIVEN that Rice Energy Inc.'s 2017 annual meeting of stockholders will be held at 10:00 a.m. local time on Wednesday, May 31, 2017, at the Hilton Garden Inn, 1000 Corporate Drive, Canonsburg, PA 15317 (the Annual Meeting). The terms *Rice Energy*, *the Company*, *we*, *our*, *us*, and similar terms refer to Rice Energy Inc. and its subsidiaries.

At the meeting, we will ask the holders of shares of Rice Energy Common Stock, \$0.01 par value, and shares of Rice Energy Series A Preferred Stock, \$0.01 par value, voting together as one class, to consider and act upon the following matters:

1. The election of two (2) Class III directors nominated by our board of directors to serve until the Company's 2020 annual meeting of stockholders;
2. Advisory approval of the Company's executive compensation; and
3. Ratification of Ernst & Young LLP as Rice Energy's independent registered public accounting firm for the fiscal year ending December 31, 2017.

We plan to hold a brief business meeting focused on these items, at which time we will address any other proper business that may arise.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE IN FAVOR OF PROPOSALS 1, 2 AND 3. These proposals are further described in the proxy statement.

Only record holders of Rice Energy Common Stock and Rice Energy Series A Preferred Stock at the close of business on April 3, 2017 are entitled to notice of, and to vote at, the Annual Meeting and any adjournment or postponement thereof. For ten days prior to the Annual Meeting, a list of stockholders entitled to vote at the Annual Meeting will be available for inspection at Rice Energy's corporate offices located at 2200 Rice Drive, Canonsburg, PA 15317.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDERS MEETING TO BE HELD ON MAY 31, 2017: the Proxy Statement, form of proxy, Annual Report on Form 10-K for the fiscal year ended December 31, 2016, and related materials are available free of charge at <http://viewproxy.com/RiceEnergy/2017>, or can be obtained by contacting the Investor Relations Department at the address and phone number of Rice Energy noted above.

By Order of the Board of Directors,

William E. Jordan
Senior Vice President, General Counsel and
Corporate Secretary

April 17, 2017

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PROXY STATEMENT

For 2017 Annual Meeting of Stockholders of

Rice Energy Inc.

To Be Held On

May 31, 2017

GENERAL INFORMATION ABOUT RICE ENERGY'S ANNUAL MEETING

The board of directors of Rice Energy is soliciting proxies to be voted on the stockholders' behalf at the 2017 annual meeting of stockholders (the Annual Meeting). This document includes information about the issues to be voted upon at the Annual Meeting.

It is anticipated that the proxy materials will first be sent to stockholders on or about April 17, 2017. The proxy statement and the form of proxy relating to the 2017 Annual Meeting will first be made available to stockholders on or about April 17, 2017 at www.viewproxy.com/RiceEnergy/2017. In accordance with United States Securities and Exchange Commission (the SEC) rules, the website www.viewproxy.com/RiceEnergy/2017 provides complete anonymity with respect to a stockholder accessing the website.

The Annual Meeting will be held on Wednesday, May 31, 2017, at 10:00 a.m. local time, at the Hilton Garden Inn, 1000 Corporate Drive, Canonsburg, PA 15317. Directions to the meeting are provided in the proxy card.

As used in this proxy statement, the term, common stock means Rice Energy Common Stock, \$0.01 par value; the term preferred stock means Rice Energy Class A Preferred Stock, \$0.01 par value. The record holders of the common stock and preferred stock are collectively referred to as the stockholders.

Who is entitled to vote at the Annual Meeting?

Anyone who owns (of record) common stock as of the close of business on April 3, 2017, which our board of directors has determined to be the record date for the Annual Meeting (the record date), is entitled to one vote per share owned. There were 205,049,274 shares of common stock outstanding as of April 3, 2017. Anyone who owns (of record) preferred stock is entitled to one vote for each 1/1000th of a share owned. There were 38,020 shares of preferred stock outstanding as of the close of business on the record date.

Who is soliciting my proxy to vote my shares?

Rice Energy's board of directors is soliciting your proxy, which is your authorization for our representatives to vote your shares as you direct. Your proxy will be effective for the Annual Meeting on any matter properly brought before the Annual Meeting and at any adjournment, postponement or continuation of the meeting.

What is the cost of soliciting proxies, and who pays that cost?

Rice Energy is bearing the entire cost of soliciting proxies. Proxies will be solicited principally through the mail, but may also be solicited personally or by telephone, facsimile, or special letter by Rice Energy's directors, officers, and regular employees for no additional compensation. Rice Energy will reimburse banks, brokerage firms, and other

custodians, nominees, and fiduciaries for reasonable expenses incurred by them in sending proxy materials to their customers or principals who are the beneficial owners of shares of common stock or shares of preferred stock.

Who can attend the meeting?

Subject to space availability, all stockholders as of the record date, or their duly appointed proxies, may attend the Annual Meeting. If you are not a stockholder of the Company, you will be admitted only if you have a valid legal proxy, form of photo identification and you sign in at the registration desk. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. Registration will begin at 9:30 a.m. If you attend, please note that you may be asked to present valid photo identification, such as a driver's license or passport. The use of cell phones, smartphones, pagers, recording and photographic equipment and/or computers is not permitted at the Annual Meeting.

Please also note that if you hold your shares of common stock in *street name* (that is, through a broker or other nominee), you must bring a copy of a brokerage statement reflecting your stock ownership as of the record date and sign in at the registration desk at the meeting.

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What constitutes a quorum?

Except as otherwise provided by applicable law or by our amended and restated certificate of incorporation, the holders of a majority of voting power of the outstanding shares of stock entitled to be voted at the Annual Meeting, represented in person or by proxy, constitutes a quorum. The chairman of our board of directors or the holders of a majority in voting power may adjourn the meeting, whether or not there is a quorum. If a quorum is present, the stockholders present at the Annual Meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

BOARD RECOMMENDATIONS ON PROPOSALS AND APPROVAL REQUIREMENTS

Delaware law, the rules and regulations of the New York Stock Exchange (NYSE), Rice Energy s amended and restated certificate of incorporation, and Rice Energy s amended and restated bylaws (the Bylaws) govern the vote on each of the proposals. A description of each proposal to be considered at the Annual Meeting is provided in this proxy statement, along with the board of directors voting recommendation with respect to such proposal. The board of directors recommendations and the approval requirements with respect to each proposal are summarized below:

PROPOSAL 1. ELECTION OF CLASS III DIRECTORS

The first proposal item to be voted on is the election of two Class III directors. The board of directors has nominated these persons to serve as directors, both of whom are currently serving as directors of Rice Energy.

You may vote in favor of nominees, vote against nominees, or abstain from voting. Assuming a quorum is present, both Class III directors will be elected by a majority of votes cast. Stockholders may not cumulate their votes.

For more information regarding this proposal, see *Proposal 1 Election of Class III Directors*.

The board of directors unanimously recommends a vote FOR both Class III director nominees.

PROPOSAL 2. ADVISORY APPROVAL OF THE COMPANY S EXECUTIVE COMPENSATION

The second proposal item to be voted on is an advisory approval of the Company s executive compensation.

You may vote in favor of the proposal, vote against the proposal or abstain from voting. Assuming a quorum is present, the advisory vote to approve the compensation paid to our executive officers as reported in this proxy statement will pass if approved by the affirmative vote of the holders of a majority in voting power of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on the matter.

As an advisory vote, your vote will not be binding on the Company or the board of directors. However, our board of directors and our compensation committee, which is responsible for designing and administering the Company s executive compensation program, value the opinions of our stockholders and to the extent there is any significant vote against the compensation paid to our executive officers in 2016, the compensation committee will evaluate whether any actions are necessary to address stockholders concerns when making future compensation decisions.

For more information regarding this proposal, see *Proposal 2 Advisory Approval of the Company s Executive Compensation*.

The board of directors unanimously recommends a vote FOR advisory approval of the Company's executive compensation.

PROPOSAL 3. RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The third proposal item to be voted on is the ratification of Ernst & Young LLP as Rice Energy's independent registered public accounting firm for the fiscal year ending December 31, 2017.

You may vote in favor of the proposal, vote against the proposal or abstain from voting. Assuming a quorum is present, the proposal will pass if approved by the affirmative vote of the holders of a majority in voting power of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on the matter.

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For more information regarding this proposal, see *Proposal 3 Ratification of Appointment of Independent Registered Public Accounting Firm*.

The board of directors unanimously recommends a vote FOR the ratification of Ernst & Young LLP as Rice Energy's independent registered public accounting firm for the fiscal year ending December 31, 2017.

Other Matters

The board of directors is not aware of any other business to be presented for vote of the stockholders at the Annual Meeting. If any other matters are properly presented for vote, the people named herein as proxies will have discretionary authority, to the extent permitted by law, to vote on such matters according to their best judgment.

The chairman of the Annual Meeting may refuse to allow presentation of a proposal or nominee for the board of directors if the proposal or nominee was not properly submitted. The requirements for submitting proposals and nominations for next year's annual meeting are described in the section entitled *Stockholder Proposals for the 2018 Annual Meeting*.

VOTING AND PROXY PROCEDURE

What are the voting rights of holders of Rice Energy common stock and Rice Energy preferred stock?

Each outstanding share of Rice Energy common stock will be entitled to one vote on each matter considered at the Annual Meeting; each 1/1000th of an outstanding share of Rice Energy preferred stock will be entitled to one vote on each matter considered at the Annual Meeting.

How do I vote?

You may vote your shares in four different ways:

1. **VIA INTERNET.** You may vote your shares via the Internet by following the instructions on the proxy card. If you own your shares in *street name* or in a nominee account, you may place your vote through the Internet by following the instructions on the proxy card provided by your broker, bank or other holders of record.
2. **VIA TELEPHONE.** You may vote your shares by telephone by calling the toll-free telephone number provided on the proxy card. If you own your shares in *street name* or in a nominee account, you may place your vote by telephone by following the instructions on the proxy card provided by your broker, bank or other holders of record.
3. **BY MAIL.** Mark your voting instructions on, and date, the proxy card and return it to Rice Energy's Corporate Secretary, William E. Jordan, at the Company's principal executive offices located at 2200 Rice Drive, Canonsburg, PA 15317. The board of directors recommends that you vote by proxy even if you plan on attending the meeting. If you mail your proxy card, we must receive it before the polls close at the meeting.
4. **IN PERSON.** You may deliver your completed proxy in person at the meeting. If you own your shares in *street name* or in a nominee account, you may vote at the meeting by obtaining a proxy form from the institution that holds your shares.

What does it mean if I receive more than one proxy card?

It means that you have multiple accounts at the transfer agent or with stock brokers or other nominees, or that you own both common stock and preferred stock. Please complete and provide your voting instructions for all proxy cards that you receive.

How do I revoke my proxy or change my voting instructions?

You may revoke your proxy or change your voting instructions in four different ways:

1. SUBMIT VOTING INSTRUCTIONS AGAIN BY TELEPHONE OR THE INTERNET. If you are a *street name* stockholder, you must follow instructions found on the voting instruction card provided by your broker or other *street* nominee, or contact your broker or other *street* nominee in order to revoke your previously given proxy.

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2. SUBMIT A NEW PROXY CARD BEARING A LATER DATE THAN THE ONE YOU WISH TO REVOKE. A valid later-dated proxy will automatically revoke any proxy previously submitted by you. If you own your shares in *street name*, because your broker or other *street* nominee is actually the record owner, you must obtain a new proxy card from the broker or other *street* nominee. If you are a holder of record, then you must obtain a new proxy card from Rice Energy's transfer agent, American Stock Transfer & Trust Company, LLC, at (800) 937-5449. We must receive your new proxy card prior to the closing of the polls at the Annual Meeting.

3. WRITE TO RICE ENERGY'S CORPORATE SECRETARY, WILLIAM E. JORDAN, at the Company's principal executive offices located at 2200 Rice Drive, Canonsburg, PA 15317. Your letter should identify whether the revocation pertains to common stock, preferred stock, or both, contain the name in which your shares are registered, your control numbers, the date of the proxy or proxies you wish to revoke or change, your new voting instructions, if applicable, and your signature. We must receive your letter before the Annual Meeting begins.

4. ATTEND THE ANNUAL MEETING AND VOTE IN PERSON AS DESCRIBED ABOVE (OR BY PERSONAL REPRESENTATIVE WITH AN APPROPRIATE PROXY). Attendance at the meeting will not by itself revoke a previously granted proxy; you must also vote your shares during the meeting.

How will proxies be voted if I give my authorization?

The board of directors has selected Daniel J. Rice IV and William E. Jordan, and each of them, to act as proxies with full power of substitution. All properly executed proxy cards delivered by stockholders, and not previously revoked, will be voted at the Annual Meeting in accordance with the directions given. IF NO SPECIFIC INSTRUCTIONS ARE GIVEN WITH REGARD TO THE MATTERS TO BE VOTED UPON, THE SHARES REPRESENTED BY A PROPERLY EXECUTED PROXY CARD WILL BE VOTED (i) FOR ELECTION OF BOTH CLASS III DIRECTOR NOMINEES (PROPOSAL 1); (ii) FOR ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION (PROPOSAL 2); and (iii) FOR RATIFICATION OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PROPOSAL 3). Management knows of no other matters that may come before the Annual Meeting for consideration by the stockholders. However, if any other matter properly comes before the Annual Meeting, the persons named as proxies will vote upon such matters in accordance with the recommendation of the board of directors or, in the absence of such a recommendation, in accordance with their best judgment.

How will votes be counted?

The inspector of elections appointed by the board of directors for the Annual Meeting and the Company's General Counsel will calculate affirmative votes, negative votes, abstentions and broker non-votes. Under Delaware law, for matters requiring a majority in voting power of the shares present and in person or represented by proxy and entitled to vote on such matters, abstentions will be counted as shares that are present and entitled to vote on the matters. For Proposal 2 (advisory approval of the Company's executive compensation) and Proposal 3 (ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm), abstentions have the same effect as a vote against the particular proposal. In the case of Proposal 1 (election of Class III directors), which has a majority cast standard pursuant to our Bylaws, abstentions will have no effect on the outcome.

You, as beneficial owner, own your shares in *street name* if your broker or other *street* nominee is actually the record owner. Under NYSE rules, brokers or other *street* nominees have authority to vote in their discretion on *routine* matters such as the proposal to ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2017 (Proposal 3) if they have not received voting instructions from their clients who are the beneficial owners of such shares at least ten days before the date of the

meeting. When the broker or other *street* nominee does not receive voting instructions from clients with respect to *non-routine* matters, such as the election of Class III directors (Proposal 1) and the advisory approval of the Company's executive compensation (Proposal 2), the broker is not authorized to vote on the matter; this results in a *broker non-vote*. Broker non-votes are included in the calculation of the number of votes considered to be present at the Annual Meeting for purposes of determining a quorum, but otherwise will not affect the voting outcome of the proposals.

Where do I find voting results of the Annual Meeting?

Preliminary voting results will be announced at the Annual Meeting. Preliminary or final voting results will also be published in Rice Energy's Current Report on Form 8-K to be filed with the SEC on or about June 6, 2017. You may receive a copy of such Form 8-K by contacting Rice Energy's Investor Relations at (724) 271-7200, or the SEC at (800) SEC-0330 for the location of its nearest public reference room. You may also access a copy on the Internet at www.riceenergy.com or through EDGAR, the SEC's electronic data system, at www.sec.gov.

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CERTAIN MATTERS RELATING TO PROXY MATERIALS AND ANNUAL REPORT

Householding

The Company has adopted a procedure approved by the SEC called *householding*. Under this procedure, beneficial stockholders who have the same address and last name and who do not participate in electronic delivery or Internet access of proxy materials will receive only one copy of the Company's annual report and proxy statement, unless one or more of these stockholders notifies the Company that they wish to continue receiving individual copies. This procedure is designed to reduce duplicate mailings and save significant printing and processing costs, as well as natural resources. Each stockholder who participates in householding will continue to receive a separate proxy card or notice. If in the future you wish to receive a separate copy of the Company's annual report to shareholders and proxy statement, you should contact Alliance Advisors, LLC, either by calling toll-free at (877) 777-2857 or writing to Alliance Advisors, LLC, Householding Department, 200 Broadacres Drive, 3rd Floor, Bloomfield, New Jersey 07003. You will be removed from the householding program within 30 days of receipt of your response, after which you will receive an individual copy of the proxy materials. Additionally, the Company will deliver promptly upon written or oral request a separate copy of the annual report or proxy statement, as applicable, to a stockholder at a shared address to which a single copy of the documents was delivered. Any beneficial stockholder may also request to household by making a request in writing to your broker, or to us, as appropriate. Any such notice should be addressed to the Investor Relations Department of Rice Energy Inc., 2200 Rice Drive, Canonsburg, PA 15317, or by telephone at (724) 271-7200.

Incorporation by Reference

Neither the compensation committee report nor the audit committee report shall be deemed soliciting material or filed with the SEC and neither of them shall be deemed incorporated by reference into any prior or future filings made by us under the Securities Act of 1933, as amended (the *Securities Act*), or the Securities Exchange Act of 1934, as amended (the *Exchange Act*), except to the extent that we specifically incorporate such information by reference. In addition, this document includes several website addresses. These website addresses are intended to provide inactive, textual references only. The information on these websites is not part of this document.

Availability of SEC Filings, Corporate Governance Guidelines, Codes of Ethics and Committee Charters

Copies of our reports on Forms 10-K (including the financial statements and financial statement schedules), 10-Q, 8-K and all amendments to those reports filed with the SEC, and our Corporate Governance Guidelines, Corporate Code of Business Conduct and Ethics, Financial Code of Ethics, and the charters of the audit, compensation, health, safety and environmental and nominating and governance committees, and any reports of beneficial ownership of any class of our equity securities filed by executive officers, directors and beneficial owners of more than 10% of any class of our equity securities are posted on, and may be obtained through, our website, www.riceenergy.com, or may be requested in print, at no cost, by telephone at (724) 271-7200 or by mail at: Rice Energy Inc., 2200 Rice Drive, Canonsburg, PA 15317, Attention: Investor Relations Department.

PROPOSAL 1 ELECTION OF CLASS III DIRECTORS

The Company's amended and restated certificate of incorporation provides for a classified board of directors with classes to be filled by election at each annual meeting and to be composed of as many directors as are designated from time to time by the board of directors. Currently, there are seven directors divided into three classes designated as *Class I* (Messrs. Daniel J. Rice IV and James W. Christmas), *Class II* (Messrs. Robert F. Vagt and Toby Z. Rice and Dr. Kathryn J. Jackson) and *Class III* (Messrs. Daniel J. Rice III and John McCartney). The term for Class III

directors expires at the Annual Meeting. The current term of office of our Class I directors expires at the 2018 annual meeting, and the current term for Class II directors expires at the 2019 annual meeting.

Table of Contents**Class III Director Nominees**

Upon recommendation by the nominating and governance committee of the board, the board proposes that Messrs. Daniel J. Rice III and John McCartney, current Class III Directors, be elected for new terms of three (3) years, each until their successors have been duly elected and qualified. Messrs. Rice and McCartney have consented to serve if elected. If either of Messrs. Rice or McCartney becomes unavailable to serve as a director, the board may designate a substitute nominee, or the board may decide to reduce the number of directors. In the case of a substitute nominee, the persons named as proxies will vote for the substitute nominee designated by the board.

Daniel J. Rice III, 65, has served as a member of our board of directors since October 2013 and currently serves as a member of the health, safety and environmental committee. Mr. Rice has also served as a member of the board of directors of Rice Midstream Management LLC (Rice Midstream Management), a subsidiary of Rice Energy and the general partner of Rice Midstream Partners LP (RMP), since August 2014. Since January 2013, Mr. Rice has served as Lead Portfolio Manager for GRT Capital's energy division. He also served as Managing General Partner of Rice Energy Family Holdings, LP (Rice Partners) from February 2007 until its dissolution in November 2014. From January 2005 to December 2012, Mr. Rice served as a Managing Director and Portfolio Manager for BlackRock, Inc. (NYSE: BLK) (BlackRock) and was a member of BlackRock's Global Resources team, responsible for Small Cap and All Cap Energy Funds. Prior to joining BlackRock in 2005, he was a Senior Vice President and Portfolio Manager at State Street Research & Management (State Street Research), responsible for the Small Cap Energy and All Cap Energy Global Resources Funds. Prior to joining State Street Research in 1984, he was a Vice President and Portfolio Manager with Fred Alger Management. Earlier in his career, Mr. Rice was a Vice President and Analyst with EF Hutton and an Analyst with Loomis Sayles and Co. He began his career in 1975 as an auditor with Price Waterhouse & Co. He earned a BS degree from Bates College in 1973 and an MBA degree from New York University in 1975. He is the father of Toby Z. Rice, Daniel J. Rice IV and Derek A. Rice. Mr. Rice was initially elected to our board pursuant to a stockholders' agreement, dated as of January 29, 2014, entered into by the Company, Rice Energy Holdings LLC (Rice Holdings), NGP Rice Holdings, LLC (NGP Holdings), Rice Partners, the rights of which previously were assigned to the Rice Energy Irrevocable Trust (the Rice Trust) and subsequently to the Rice Energy 2016 Irrevocable Trust (the 2016 Rice Trust), and Alpha Natural Resources, Inc. (Alpha) (the Stockholders Agreement).

Qualifications. Mr. Rice's considerable financial and energy investing experience, including more than 30 years of experience in the oil and natural gas industry, brings important and valuable skills to our board of directors.

John McCartney, 64, has served as a member of our board of directors since March 2015 and currently serves as chairman of the compensation committee and as a member of the audit committee. Mr. McCartney has served on the board of Huron Consulting Group, a healthcare and educational consulting company, since October 2004 and as the non-executive chairman of the Huron Consulting Group board since May 2010. He also has served on the audit committee of Huron Consulting Group since October 2004 and was the chairman of the audit committee from October 2004 to February 2010. Since August 1998, Mr. McCartney has served on the board of directors of Westcon Group, Inc., a specialty distributor of networking and communications equipment, and for which he served as chairman both from March 2011 until September 2013 and from January 2001 until March 2009. From 1998 until March 2015, Mr. McCartney served on the board of directors of A.M. Castle & Co. (NYSE: CAS), a global distributor of specialty metal and plastic products, and as chairman of that board from January 2007 until April 2010. In July 2007, Mr. McCartney was appointed as a non-executive director of Datatec Limited, a networking technology and services company (Datatec), where he serves as chairman of the remuneration committee. He had previously served as vice chairman of the board of directors of Datatec from October 1998 until May 2004. In August 2011, Mr. McCartney joined the board of Transco Inc., a Chicago-based company that provides solutions to customers in the railroad, electric utility, process and manufacturing industries. From May 2009 until February 2015, he served on the board of

Covance Inc., a drug development services company. From June 1997 to March 1998, he held the position of President of 3Com Corporation's Client Access Unit. Mr. McCartney joined the executive management team of U.S. Robotics in March 1984 as Vice President and Chief Financial Officer and served there in various executive capacities until serving as President and Chief Operating Officer of U.S. Robotics from January 1996 until its merger with 3Com Corporation in June 1997.

Qualifications. Mr. McCartney has served as chairman and vice chairman of the boards of several public and private companies. His deep knowledge of accounting and his prior experience as Chief Financial Officer and Chief Operating Officer of a public company have prepared Mr. McCartney to assist the Company and the board.

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**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR
BOTH CLASS III DIRECTOR NOMINEE NAMED ABOVE.**

Other Directors Not Standing for Election at this Annual Meeting

The five remaining directors of the board are:

Robert F. Vagt, 70, has served as the chairman of our board of directors since January 2014 and currently serves as chairman of both the health, safety and environmental and nominating and governance committees and as a member of the audit committee. Mr. Vagt has also served as a member of the board of directors of Rice Midstream Management LLC since August 2014 and as the chairman of its board of directors since December 2014. Mr. Vagt currently serves as a member of the audit committee of the board of directors of Rice Midstream Management. Mr. Vagt has served as a member of the board of directors of Kinder Morgan, Inc. (NYSE: KMI) since May 2012, where he serves as a member of the audit committee. Mr. Vagt served as a member of the board of directors of El Paso Corporation from May 2005 until June 2012, where he was a member of the compensation and health, safety and environmental committees. From January 2008 until January 2014, Mr. Vagt was the President of The Heinz Endowments. Prior to his tenure at The Heinz Endowments, Mr. Vagt served as President of Davidson College from July 1997 to August 2007. Mr. Vagt served as President and Chief Operating Officer of Seagull Energy Corporation from 1996 to 1997. From 1992 to 1996, he served as President, Chairman and Chief Executive Officer of Global Natural Resources. Mr. Vagt served as President and Chief Operating Officer of Adobe Resources Corporation (Adobe) from 1989 to 1992. Prior to 1989, he served in various positions with Adobe and its predecessor entities.

Qualifications. Mr. Vagt's professional background in both the public and private sectors make him an important advisor and member of our board of directors. Mr. Vagt brings to the board operations and management expertise in both the public and private sectors. In addition, Mr. Vagt provides the board with diversity of perspective gained from service as president of The Heinz Endowments, as well as from service as the president of an independent liberal arts college.

Daniel J. Rice IV, 36, has served as our Chief Executive Officer and as a member of our board of directors since October 2013, and serves as a member of the health, safety and environmental committee. Mr. Rice has served in a number of positions with Rice Energy, its affiliates and predecessor entities since October 2008, including as Vice President and Chief Financial Officer from October 2008 through September 2013 and Chief Operating Officer from October 2012 through September 2013. Mr. Rice also serves as the Chief Executive Officer of RMP and as a member of the board of directors of Rice Midstream Management since August 2014. Prior to joining Rice Energy, he served as an investment banker for Tudor Pickering Holt & Co., LLC, an integrated energy investment bank in Houston, Texas, from February 2008 to October 2008. Prior to his employment at Tudor Pickering, he served as a senior analyst of corporate planning for Transocean Inc., responsible for mergers and acquisitions and business development, from March 2005 to February 2008. Mr. Rice holds a BS in Finance from Bryant University. He is the son of Mr. Daniel J. Rice III and the brother of Toby Z. Rice and Derek A. Rice. Mr. Rice initially was elected to our board pursuant to the Stockholders Agreement.

Qualifications. Mr. Rice's considerable financial and operational experience brings important and valuable skills to our board of directors.

Toby Z. Rice, 35, has served as our President and Chief Operating Officer and as a member of our board of directors since October 2013, and currently serves on the health, safety and environmental committee. Mr. Rice has served in a number of positions with Rice Energy, its affiliates and predecessor entities since February 2007, including as

President and Chief Executive Officer of a predecessor entity from February 2008 through September 2013. From September 2005 until March 2008, he served as founder and President of ZFT LLC, a consulting company specializing in the application of new hydraulic fracturing technologies for unconventional shale and tight sandstone reservoirs. Mr. Rice holds a BS degree in Chemistry from Rollins College. He is the son of Daniel J. Rice III and the brother of Daniel J. Rice IV and Derek A. Rice. Mr. Rice was initially elected to our board pursuant to the Stockholders Agreement.

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Qualifications. Mr. Rice's considerable operational experience brings important and valuable skills to the board of directors.

James W. Christmas, 69, has served as a member of our board of directors since January 2014 and currently serves as chairman of the audit committee and as a member of the compensation and nominating and governance committees. Mr. Christmas has served as a member of the board of directors of Halcón Resources Corporation since February 2012 and currently serves as Halcón's Lead Outside Director and as Chairman of the Audit Committee. Mr. Christmas began serving as a director of Petrohawk Energy Corporation (Petrohawk) in July 2006, effective upon the merger of KCS Energy, Inc. (KCS) into Petrohawk. He continued to serve as a director, and as Vice Chairman of the Board of Directors, for Petrohawk until BHP Billiton acquired Petrohawk in August 2011 and, after the acquisition, at the request of BHP Billiton, he served as a director and chairman of the financial reporting committee of Petrohawk until September 2014. He also served on the audit committee and the nominating and corporate governance committee of Petrohawk. He also serves on the Board of Governors of St. John's University and as a director and member of the audit and compensation committees of Yuma Energy, Inc. (NYSE MKT: YUMA). He served as President and Chief Executive Officer of KCS from 1988 until April 2003 and chairman of the board and Chief Executive Officer of KCS until its merger into Petrohawk. Mr. Christmas was a Certified Public Accountant in New York and was with Arthur Andersen & Co. from 1970 until 1978 before leaving to join National Utilities & Industries (NUI), a diversified energy company, as Vice President and Controller. He remained with NUI until 1988, when NUI spun out its unregulated activities that ultimately became part of KCS. As an auditor and audit manager, controller and in his role as Chief Executive Officer of KCS, Mr. Christmas was directly or indirectly responsible for financial reporting and compliance with SEC regulations, and as such has extensive experience in reviewing and evaluating financial reports, as well as in evaluating executive and board performance and in recruiting directors.

Qualifications. Mr. Christmas's prior experience as an executive and director, and his past audit, accounting and financial reporting experience provide significant contributions to our board of directors.

Kathryn J. Jackson, Ph.D., 59 has served as a member of our board of directors since April 2017 and currently serves as a member of the compensation and nominating and governance committees. Since January 2016, Dr. Jackson has served as the Director of Energy and Technology Consulting at KeySource, Inc., a consulting firm that provides services to the defense and energy market sectors, where she provides consulting services to clients in business growth, technology development and energy services. She has also served as a member of the Board of Portland General Electric Company since April 2014, serving on the finance and compensation and human resources committees. In addition, she has served since July 2015 as a director of Hydro One Inc., an electricity transmission and distribution company serving the Province of Ontario, Canada. Since January 2017, she has served on the Board of Cameco, one of the world's largest uranium producers, a significant supplier of conversion services and one of two Candu fuel manufacturers in Saskatchewan, Canada. Dr. Jackson previously served as Chief Technology Officer and Senior Vice President at RTI International Metals, Inc. from June 2014 to July 2015, where she was responsible for global research and technology development, technology strategy, and development of alloys and manufacturing processes, including 3D printing and powder metallurgy. Prior to joining RTI International Metals, Inc., Dr. Jackson served as the Chief Technology Officer and Senior Vice President of Research & Technology at Westinghouse Electric Company, LLC, a nuclear energy company, from 2009 to June 2014 and as the Vice President of Strategy, Research & Technology from 2008 to 2009. Prior to joining Westinghouse Electric Company, LLC, Dr. Jackson worked for 17 years at the Tennessee Valley Authority, where she held various executive positions. From 2008 to April 2014, Dr. Jackson served on the board of directors of the Independent System Operator of New England, the grid system operator for the six New England states, where she served as chair of the board of directors, chair of the compensation and human resources committee and a member of the system planning and reliability committee. Dr. Jackson also serves on the Electricity Industry Center Advisory Board at Carnegie Mellon University, the Carnegie Mellon University Engineering School Dean's Advisory Board, the Board of Visitors for the Swanson School

of Engineering, the Electricity Institute Advisory Board at the University of Pittsburgh, and the Industry Advisory Board at Oregon State University School of Mechanical, Industrial, and Manufacturing Engineering. Dr. Jackson holds a Ph.D. in Engineering and Public Policy from Carnegie Mellon University.

Qualifications. Dr. Jackson's extensive technology and engineering background and expertise and experience in various senior executive roles bring new and important perspectives and skills to our board of directors.

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STOCKHOLDER PROPOSALS FOR THE 2018 ANNUAL MEETING

Inclusion of Proposals in Our Proxy Statement and Proxy Card under SEC Rules. From time to time, stockholders may present proposals that are proper subjects for inclusion in the proxy statement and for consideration at an annual meeting. Pursuant to Rule 14a-8 of the Exchange Act, in order to be included in the Company's proxy statement for the 2018 annual meeting, such proposals must be received by Rice Energy at our principal executive offices no later than December 14, 2017 at 5:00 p.m. local time, unless the date of our 2018 annual meeting is changed by more than 30 days from May 31, 2018, in which case the proposal must be received at our principal executive offices a reasonable time before we begin to print and mail our proxy materials.

Bylaw Requirements for Stockholder Submissions of Nominations and Proposals. Pursuant to our Bylaws, stockholders of record may present proposals that are proper subjects for consideration at an annual meeting and/or nominate persons to serve on our board of directors at an annual meeting or special meeting at which directors are to be elected. The Bylaws require all stockholders who intend to make proposals at an annual stockholders' meeting or special stockholders' meeting to provide a written notice, including the information specified in the Bylaws (which information is summarized in *Corporate Governance and Related Matters - Nominating and Governance Committee Stockholder Director Nominations*), to our Corporate Secretary at our principal executive offices located at 2200 Rice Drive, Canonsburg, PA 15317, not earlier than the close of business on the 120th day and not later than the 90th day prior to the first anniversary of the preceding year's annual meeting. To be eligible for consideration at the 2018 annual meeting, notices must be received by Rice Energy between January 31, 2018 and March 2, 2018. In the event that the date of the 2018 annual meeting is changed by more than 30 days before or more than 60 days after the one-year anniversary of the 2017 Annual Meeting, as set forth in this proxy statement, stockholder notice must be received no earlier than the close of business on the 120th day prior to the 2018 annual meeting and not later than the close of business on the date that is the later of the (i) 90th day prior to the 2018 annual meeting or (ii) if the first public announcement of the 2018 annual meeting is less than 100 days prior to such meeting, the 10th day following the day on which public announcement of the date of the 2018 annual meeting is first made. In the event that the number of directors to be elected to the board is increased and there is no public announcement by the Company naming all of the nominees for director or specifying the size of the increased board at least 100 days prior to the first anniversary of the 2017 Annual Meeting, a stockholder's notice required by the Bylaws will also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the Company's Corporate Secretary at the Company's principal executive offices not later than the close of business on the 10th day following the day on which such public announcement is first made by the Company.

Stockholders Agreement and 2016 Events. Pursuant to the Stockholders Agreement, we and Rice Holdings, NGP Holdings, Alpha and Rice Partners (the rights of which previously were assigned to the Rice Trust, and subsequently have been assigned to the 2016 Rice Trust, as described in greater detail below) previously had agreed to appoint individuals designated by Rice Holdings, NGP Holdings and Alpha to our board of directors and to nominate such persons for election at each annual meeting of our stockholders, subject to the following:

Rice Holdings currently has the right to nominate three members of our board of directors, provided that such number of nominees shall be reduced to two and zero if Rice Holdings and its affiliates, which includes the 2016 Rice Trust and Daniel J. Rice III, collectively own less than 15% and 5%, respectively, of the outstanding shares of our common stock;

NGP Holdings previously had the right to nominate one member of our board of directors, which right terminated upon the sale of our common stock by NGP Holdings and its affiliates; and

Alpha previously had the right to nominate one member of our board of directors, which right terminated upon the reduction in ownership by Alpha and its affiliates to less than 5% of the outstanding shares of our common stock.

The Stockholders Agreement also requires the parties thereto to take all necessary actions, including voting their shares of common stock, for the election of the nominees designated by such principal stockholders. The Stockholders Agreement will terminate on the earlier of the date that (i) none of our principal stockholders beneficially own at least 2.5% of our outstanding common stock or (ii) we receive written notice from each principal stockholder requesting the termination of the Stockholders Agreement. The Stockholders Agreement terminates with respect to a particular principal stockholder party thereto when such principal stockholder beneficially owns less than 2.5% of our outstanding common stock. As described in greater detail below, Alpha and NGP Holdings are no longer parties to the Stockholders Agreement.

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On March 22, 2016, Alpha sold shares of our common stock in a sufficient amount to cause Alpha's direct beneficial ownership of common stock to fall below 2.5% of the outstanding shares of our common stock, and the Stockholders Agreement terminated with respect to Alpha pursuant to its terms.

On April 12, 2016, NGP Holdings, as selling stockholder, and Rice Energy entered into an underwriting agreement providing, in part, for the offer and sale of 9,858,891 shares of our common stock by NGP Holdings. As a result of these and prior sales effected by NGP Holdings with respect to our common stock, NGP Holdings no longer owns any shares of our common stock. Accordingly, the Stockholders Agreement has terminated with respect to NGP Holdings pursuant to its terms.

On September 28, 2016, Rice Holdings made a pro rata distribution pursuant to its Amended and Restated Limited Liability Company Agreement, dated as of January 29, 2014, as amended. As a result of the pro rata distribution by Rice Holdings, 1,161,844 shares of common stock beneficially owned by Rice Holdings were distributed to certain members of Rice Holdings.

On December 28, 2016, the Rice Trust transferred 10,800,000 shares of our common stock to the 2016 Rice Trust. On December 29, 2016, the Rice Trust transferred a further 19,000,000 shares of our common stock to the 2016 Rice Trust. The beneficiaries of the 2016 Rice Trust are the children of Daniel J. Rice III and their descendants. As of April 17, 2017, the 2016 Rice Trust beneficially owns 29,800,000 shares of our common stock. On December 28, 2016, Rice Energy, the Rice Trust, and the 2016 Rice Trust entered into an Agreement of Assignment and Assumption, pursuant to which the Rice Trust assigned to 2016 Rice Trust all of its rights under the Stockholders Agreement. As a result of this transfer, the Rice Trust no longer owns any shares of our common stock and the Stockholders Agreement has terminated with respect to the Rice Trust.

CORPORATE GOVERNANCE AND RELATED MATTERS

The Board of Directors

Our board of directors currently consists of seven members: Messrs. Robert F. Vagt (Chairman), Daniel J. Rice IV, Toby Z. Rice, Daniel J. Rice III, James W. Christmas, Kathryn J. Jackson and John McCartney.

Our directors will hold office until the earlier of death, resignation, retirement, disqualification or removal or until successors have been duly elected and qualified. In evaluating potential board candidates, we specifically consider their relevant skills and qualifications, independence, business judgment, services on boards of other companies, personal and professional integrity (including commitment to the Company's core values), openness, ability to work as part of a team, willingness to commit the required time to serve as board members, and familiarity with Rice Energy and the industry.

The board of directors is divided into three classes serving staggered three-year terms. Class I, Class II and Class III directors serve until our annual meetings of stockholders in 2018, 2019 and 2017, respectively. Messrs. Daniel J. Rice IV and Christmas are assigned to Class I, Messrs. Toby Z. Rice and Vagt and Dr. Jackson are assigned to Class II, and Messrs. Daniel J. Rice III and McCartney are assigned to Class III. At each annual meeting of stockholders, directors will be elected to succeed the class of directors whose terms have expired.

Under the NYSE listing standards, we are required to have a majority of independent board members and audit, compensation and nominating and governance committees composed wholly of independent directors. Our nominating and governance committee undertook an annual review of director and director nominee independence in January 2017. The purpose of this review was to determine whether, based on all relevant facts and circumstances,

any relationships or transactions involving directors and director nominees, their family members and affiliates were inconsistent with a determination that the director or director nominee is independent under the independence standards set forth in the NYSE rules and our corporate governance guidelines and, with respect to audit committee members and nominees, under the independence standards for audit committee members adopted by the SEC. Based on that review, our board of directors affirmatively determined that each of Messrs. Vagt, Christmas, and McCartney and Dr. Jackson qualify as *independent* under the independence standards set forth in the NYSE rules and the Company's corporate governance guidelines, and that each of Messrs. Vagt, Christmas and McCartney qualify as *independent* under the independence standards for audit committee members adopted by the SEC.

Table of Contents**The Board of Directors and its Committees**

Our board of directors has four standing committees (i) audit committee; (ii) compensation committee; (iii) nominating and governance committee; and (iv) health, safety and environmental committee and we may form such other committees as the board of directors shall determine from time to time in the future. Each of the committees has adopted a charter. Stockholders may obtain copies of the charters of each committee on Rice Energy's website at www.riceenergy.com, or upon written request at no cost. From time to time, our board of directors may also form special ad hoc committees to which it may delegate certain authority to administer particular duties of the board.

The board of directors held eighteen meetings in 2016, either in person or by telephone. Each currently serving director attended at least 75% of the aggregate of the total number of meetings of the board of directors in 2016 (held during the periods for which he or she served as a director) and the total number of meetings held by each committee on which he or she served in 2016 (during the period that he or she served). See *Board and Committee Membership* below for information regarding the committees on which each of our directors sit and the number of committee meetings held by each committee in 2016. Under Rice Energy's corporate governance guidelines, directors are encouraged, but not required, to attend annual stockholder meetings. Approximately half of the then-serving directors attended the 2016 annual stockholder meeting.

In connection with each of the quarterly board of directors meetings, the non-management directors meet in executive session without any members of management present. If the board of directors convenes a special meeting, the non-management directors may meet in executive session if the circumstances warrant. The chairman of the board presides at each board executive session of non-management directors.

Board Leadership Structure

Mr. Daniel J. Rice IV serves as our Chief Executive Officer and Mr. Robert F. Vagt, an independent board member, serves as the chairman of the board. As our corporate governance guidelines state, the board of directors has no policy with respect to the separation of the offices of the Chief Executive Officer and the chairman of the board. Rice Energy closed its initial public offering (IPO) in January 2014 and, at that time, the board of directors evaluated the appropriate leadership structure for our Company and relevant corporate governance trends and determined that the board should have an independent board chairman. The board, however, believes that this issue is part of the succession planning process and that it is in the best interests of the Company for the board to make a determination regarding this issue each time it elects a new Chief Executive Officer or otherwise determines that it is appropriate to revisit the board's leadership structure in its discretion.

Board and Committee Membership

The table below identifies the standing board committees on which each of our directors currently sit:

Name	Audit Committee	Compensation Committee	Nominating and Governance Committee	Health, Safety and Environmental Committee
Robert F. Vagt ⁽¹⁾	X		X ⁽²⁾	X ⁽²⁾
Toby Z. Rice				X
Daniel J. Rice III				X
Kathryn J. Jackson		X	X	

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James W. Christmas	X ⁽²⁾	X	X
John McCartney	X	X ⁽²⁾	
Daniel J. Rice IV			X

- (1) Chairman of the board.
- (2) Committee chairman.

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Below is the number of meetings the standing board committees held in 2016:

Board Committees	No. of Meetings Held
Audit Committee	5
Compensation Committee	6
Nominating and Governance Committee	5
Health, Safety and Environmental Committee	4

The principal responsibilities and functions of the standing board of directors' committees are as follows:

Audit Committee

We have an audit committee comprised of three directors. Our audit committee consists of Messrs. Christmas (Chair), McCartney and Vagt, each of whom is independent under the rules of the SEC and the listing standards of the NYSE. Our board has also determined that each of Messrs. Christmas, McCartney and Vagt satisfy the definition of an *audit committee financial expert*.

The audit committee charter sets forth the committee's roles and responsibilities which include assisting the board in its oversight of the: (i) integrity of the Company's financial statements, (ii) Company's compliance with legal and regulatory requirements, (iii) qualifications, independence, and performance of the Company's independent auditors, and (iv) effectiveness and performance of the Company's internal audit function.

If a member of the audit committee wishes to serve on the audit committees of more than a total of three public companies (including Rice Energy), the board of directors must approve such additional service before the director accepts such position.

Compensation Committee

We have a compensation committee comprised of three directors who meet the independence and experience standards established by the NYSE. Our compensation committee consists of Messrs. McCartney (Chair) and Christmas and Dr. Jackson, each of whom is independent under the listing standards of the NYSE.

The compensation committee charter sets forth the committee's roles and responsibilities, which are to (i) review, evaluate, and approve the agreements, plans, policies and programs of the Company to compensate executive officers and directors, (ii) review and discuss with the Company's management disclosures to be included in the Company's annual proxy statement or annual report, as applicable, including the Compensation Discussion and Analysis, (iii) produce the Compensation Committee Report, (iv) discharge the board's responsibilities relating to compensation of the Company's executive officers and directors, and (v) perform such other functions as the board may assign to the compensation committee from time to time. Under its charter, our compensation committee is authorized to delegate its responsibilities to any one of its members or any subcommittee it may form subject to, and in accordance with, restrictions set forth in its charter. Under the terms of the Rice Energy Inc. Amended and Restated 2014 Long-Term Incentive Plan (the "LTIP"), our compensation committee is authorized to administer the plan and may delegate its authority thereunder to another committee of the board or to an appropriate officer of Rice Energy, in accordance with law and the terms of such plan. Our compensation committee has delegated to our Chief Executive Officer the authority to administer, grant, and determine the amount of certain equity awards awarded to non-executive employees under the LTIP.

Committee Meetings

The compensation committee meets at scheduled times during the year, typically prior to quarterly board meetings. Typically, the Chief Executive Officer is invited to attend compensation committee meetings; however, neither the Chief Executive Officer nor any other officers of the Company attend any executive sessions held by the compensation committee. The independent compensation consultant attends certain portions of committee meetings. The attendance of the Chief Executive Officer and certain other officers allows the compensation committee to make inquiries into matters for which it is responsible and assists the committee in making informed decisions. After each meeting of the compensation committee, the committee chairman reports on actions taken, and recommendations, at the next regularly scheduled board meeting.

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Role of Management in Determining Executive Compensation

Our compensation committee works with our management team in reviewing compensation matters, as more fully described herein and in *Executive Compensation Compensation Discussion and Analysis*.

Annual Process for Determining Compensation of Executive Officers

As more fully described in *Executive Compensation Compensation Discussion and Analysis*, our compensation committee, together with the independent compensation consultants engaged by the compensation committee, conducts an annual review of our overall compensation program for executive officers and directors. With respect to executive officer compensation, our compensation committee reviews, among other items, each of the key components of compensation base salary and short- and long-term incentives both within the Company and as compared to peer data to determine whether each of these components is in line with our compensation philosophy and the Company's related goals and objectives. Upon the recommendation of our Chief Executive Officer with respect to the compensation of each other executive officer, and, following its review of the findings of its independent compensation consultants, our compensation committee determines the compensation for all key executives and recommends ratification, in the case of our Chief Executive Officer's compensation, to the independent members of our board.

Process for Determining Non-Employee Director Compensation

The compensation committee conducts an annual review of director compensation and benefits, including cash, equity-based awards and other compensation, and makes a recommendation to the board regarding the form and amount of non-employee director compensation. In making a recommendation, the compensation committee will consider whether a director's independence may be jeopardized if: (i) director compensation and perquisites exceed customary levels, (ii) the Company makes substantial charitable contributions to organizations with which a director is affiliated and/or (iii) the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.

In determining non-employee director compensation, our compensation committee seeks advice from the independent compensation consultants who are retained by the committee to, among other functions, analyze compensation and develop initial recommendations as to the amount and form of compensation to be paid to the Company's non-employee directors, including pay mix. If, after the annual review of non-employee director compensation by our compensation committee, the committee determines that any changes should be made to such program, it will recommend them to our board for approval. After the committee's review of this information with the consultant, the committee reco