

Hildebrandt Stephanie C
 Form 4
 July 23, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Hildebrandt Stephanie C

(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 10% Owner
 Officer (give title below) Other (specify below)

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

Form filed by One Reporting Person
 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)
			Code	V	Amount	(D)	Price
Common Units Representing Limited Partner Interests	07/23/2018		D ⁽¹⁾⁽²⁾		27,442	D	\$ 0 0

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. 6)
				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
Hildebrandt Stephanie C 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222		X		

Signatures

/s/ Tobin M. Nelson, Attorney-in-Fact for Stephanie C.
Hildebrandt

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 (RMP), Rice Midstream Management LLC, the general partner of RMP (RMP GP), and, solely for purposes of certain provisions therein, EQT Corporation, Merger Sub merged with and into RMP (the Merger), with RMP continuing as the surviving entity and as a wholly owned indirect subsidiary of EQM, and GP Merger Sub merged with and into RMP GP, with RMP GP continuing as the surviving entity and as a wholly owned indirect 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 RMP (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.

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.