

EQM Midstream Partners, LP
Form 8-K
October 15, 2018

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): **October 15, 2018 (October 12, 2018)**

EQM Midstream Partners, LP

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

001-35574
(Commission File
Number)

37-1661577
(I.R.S. Employer Identification No.)

625 Liberty Avenue, Suite 2000
Pittsburgh, Pennsylvania
(Address of Principal Executive Offices)

15222
(Zip Code)

Registrant's telephone number, including area code: **(412) 553-5700**

EQT Midstream Partners, LP

Edgar Filing: EQM Midstream Partners, LP - Form 8-K

625 Liberty Avenue, Suite 1700

Pittsburgh, Pennsylvania

(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))

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).

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.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 12, 2018, (a) EQM Midstream Partners, LP, a Delaware limited partnership (the Partnership), changed its name from EQT Midstream Partners, LP to EQM Midstream Partners, LP pursuant to a Certificate of Amendment to Certificate of Limited Partnership (the Partnership Certificate of Amendment) filed with the Secretary of State of the State of Delaware and (b) EQM Midstream Services, LLC, a Delaware limited liability company and the general partner of the Partnership (the General Partner), changed its name from EQT Midstream Services, LLC to EQM Midstream Services, LLC pursuant to a Certificate of Amendment to Certificate of Formation (the GP Certificate of Amendment) filed with the Secretary of State of the State of Delaware.

Also on October 12, 2018, (a) the General Partner, EQGP Holdings, LP, a Delaware limited partnership formerly known as EQT GP Holdings, LP (EQGP), Rice Midstream Holdings LLC, a Delaware limited liability company, and Rice Midstream GP Holdings LP, a Delaware limited partnership, entered into the Second Amended and Restated Agreement of Limited Partnership of the Partnership, dated as of October 12, 2018 (the Second A&R LPA), in order to reflect the change of the Partnership's name from EQT Midstream Partners, LP to EQM Midstream Partners, LP and (b) EQGP, the sole member of the General Partner, entered into the Fourth Amended and Restated Limited Liability Company Agreement of the General Partner, dated as of October 12, 2018 (the Fourth A&R LLCA), in order to reflect the change of the General Partner's name from EQT Midstream Services, LLC to EQM Midstream Services, LLC.

The foregoing descriptions of the Partnership Certificate of Amendment, the GP Certificate of Amendment, the Second A&R LPA and the Fourth A&R LLCA do not purport to be complete and are qualified in their entirety by reference to the full text of the Partnership Certificate of Amendment, the GP Certificate of Amendment, the Second A&R LPA, and the Fourth A&R LLCA, full copies of which are filed as Exhibits 3.1, 3.2, 3.3 and 3.4, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

EXHIBIT NUMBER	DESCRIPTION
3.1	<u>Certificate of Amendment to Certificate of Limited Partnership of EQT Midstream Partners, LP, dated October 12, 2018.</u>
3.2	<u>Certificate of Amendment to Certificate of Formation of EQT Midstream Services, LLC, dated October 12, 2018.</u>
3.3	<u>Second Amended and Restated Agreement of Limited Partnership of EQM Midstream Partners, LP, dated as of October 12, 2018.</u>
3.4	<u>Fourth Amended and Restated Limited Liability Company Agreement of EQM Midstream Services, LLC, dated as of October 12, 2018.</u>

SIGNATURES

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

EQM MIDSTREAM PARTNERS, LP

By: EQM Midstream Services, LLC,
its general partner

Date: October 15, 2018

By: /s/ Thomas F. Karam
Name: Thomas F. Karam
Title: President and Chief Executive Officer