

Rice Energy Inc.  
Form 8-K  
February 23, 2017

**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): February 21, 2017**

**RICE ENERGY INC.**

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

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-36273**  
**(Commission**  
  
**File Number)**  
**2200 Rice Drive**

**46-3785773**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**Canonsburg, Pennsylvania 15317**

**(Address of Principal Executive Offices) (Zip Code)**

**(724) 271-7200**

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

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))

**Item 2.02 Results of Operations and Financial Condition.**

On February 22, 2017, Rice Energy Inc. (the Company ) announced its results for the quarter and year ended December 31, 2016. A copy of the Company s press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

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

On February 21, 2017, the Board of Directors (the Board ) of the Company adopted the following amendments to the Company s Amended and Restated Bylaws (the Bylaws ) effective immediately:

To modify the voting standard applicable to the election of directors to the Board from a plurality of votes cast to a majority of votes cast;

To conform certain voting provisions in the Bylaws to provisions set forth in the Certificate of Incorporation (including the Certificate of Designation of the Company s Class A Preferred Stock); and

To include certain minor and conforming changes to eliminate certain dated references that are longer applicable to the Company and relating to the foregoing items (collectively, the Bylaw Amendments ). A copy of the Bylaws, as amended, is attached hereto as Exhibit 3.1. The foregoing description of the Bylaw Amendments does not purport to be complete and is qualified in its entirety by reference to the full text of the Bylaws, which is filed hereto as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

<b>No.</b>	<b>Description</b>
3.1	Rice Energy Inc. Amended and Restated Bylaws (Dated February 21, 2017).
99.1	Press Release dated February 22, 2017.

THE INFORMATION FURNISHED UNDER ITEM 2.02 OF THIS CURRENT REPORT, INCLUDING EXHIBIT 99.1 ATTACHED HERETO, SHALL NOT BE DEEMED FILED FOR THE PURPOSES OF SECTION 18 OF THE SECURITIES AND EXCHANGE ACT OF 1934, NOR SHALL IT BE DEEMED INCORPORATED BY REFERENCE INTO ANY REGISTRATION STATEMENT OR OTHER FILING PURSUANT TO THE SECURITIES ACT OF 1933, EXCEPT AS OTHERWISE EXPRESSLY STATED IN SUCH FILING.

**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.

**RICE ENERGY INC.**

By: /s/ Daniel J. Rice IV  
Daniel J. Rice IV  
Director, Chief Executive Officer

Dated: February 22, 2017

EXHIBIT INDEX

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