

Rice Midstream GP Holdings LP
 Form 4
 November 15, 2017

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)

11/13/2017

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Units representing limited partner interests | 11/13/2017 | | J ⁽¹⁾⁽²⁾ | | 3,623 | A | ⁽¹⁾ / ₍₂₎ |
| | | | | | 3,623 | I | |

See Footnotes (1) (2)

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 Security (Instr. 3 and 4) | | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Subordinated units representing limited partner interests | (3) | 11/13/2017 | | J(1)(2) | | 28,753,623 | | (3) | (3) | Common Units representing limited partner interests |

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 2200 RICE DRIVE CANONSBURG, PA 15317 | | X | | |
| Rice Midstream Holdings LLC 400 WOODCLIFF DRIVE CANONSBURG, PA 15317 | | X | | |
| Rice Midstream GP Management LLC 400 WOODCLIFF DRIVE CANONSBURG, PA 15317 | | X | | |

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Rice Midstream GP Holdings LP
400 WOODCLIFF DRIVE
CANONSBURG, PA 15317

X

Signatures

| | |
|--|------------|
| /s/ Jimmi Sue Smith, Chief Accounting Officer of EQT Corporation | 11/15/2017 |
| __Signature of Reporting Person | Date |
| /s/ Joshua C. Miller, Vice President of EQT Investments Holdings, LLC | 11/15/2017 |
| __Signature of Reporting Person | Date |
| /s/ Jimmi Sue Smith, Assistant Treasurer of EQT Production Company | 11/15/2017 |
| __Signature of Reporting Person | Date |
| /s/ Jimmi Sue Smith, Assistant Treasurer of EQT RE, LLC | 11/15/2017 |
| __Signature of Reporting Person | Date |
| /s/ Jimmi Sue Smith, Assistant Treasurer of Rice Energy Operating LLC | 11/15/2017 |
| __Signature of Reporting Person | Date |
| /s/ Jimmi Sue Smith, Assistant Treasurer of Rice Midstream Holdings LLC | 11/15/2017 |
| __Signature of Reporting Person | Date |
| /s/ Jimmi Sue Smith, Assistant Treasurer of Rice Midstream GP Management LLC | 11/15/2017 |
| __Signature of Reporting Person | Date |
| /s/ Jimmi Sue Smith, Assistant Treasurer of Rice Midstream GP Management LLC, the general partner of Rice Midstream GP Holdings LP | 11/15/2017 |
| __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 November 13, 2017, pursuant to the Agreement and Plan of Merger dated as of June 19, 2017 (the "Merger Agreement"), by and among Rice Energy Inc. ("Rice"), EQT Corporation ("EQT") and Eagle Merger Sub I, Inc. ("Merger Sub"), Merger Sub merged with and into Rice (the "Merger"), with Rice (now EQT RE, LLC ("EQT RE")) continuing as the surviving entity and as a wholly owned indirect subsidiary of EQT. This Form 4 is being filed jointly by EQT, EQT Investments Holdings, LLC ("Investments Holdings"), EQT Production Company ("EQT Production"), 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") in connection with the closing of the Merger. EQT directly owns 100% of the outstanding membership interests of Investments Holdings. Investments Holdings directly owns 100% of the common stock of EQT Production. EQT Production directly owns 100% of the

(1) (cont. from footnote 1) 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, 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% of the outstanding membership interests of Rice GP LLC. RMH and Rice

(2) GPH LLC directly own 100% of the outstanding limited partner interests in Rice GP Holdings, which directly holds interests in Rice Midstream Partners LP (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 owned directly by Rice GP Holdings.

The Subordinated Units have no expiration date and will convert into Common Units on a one-for-one basis at the end of the

(3) "subordination period" described in the Issuer's Prospectus (File No. 333-199932) filed with the Securities and Exchange Commission on December 18, 2014.

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.