

EQT Corp
 Form 4
 July 23, 2018

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

EQT Midstream Partners, LP [EQM]

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 ___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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units representing limited partner interests	07/23/2018		A		9,544,530	A	(1) (2) (3) 37,245,455
						I	See footnotes (4) (5) (6) (7) (8) (9) (10) (11) (12)

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 Beneficially (Instr. 5)
				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
EQT Corp 625 LIBERTY AVENUE SUITE 1700 PITTSBURGH, PA 15222		X		
EQT GP Services, LLC 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 Gathering Holdings, LLC 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222		X		
EQT GP Holdings, LP 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222		X		
EQT RE, LLC 625 LIBERTY AVENUE SUITE 170 PITTSBURGH, PA 15222		X		
				X

Rice Energy Operating LLC
625 LIBERTY AVENUE, SUITE 1700
PITTSBURGH, PA 15222

Rice Midstream Holdings LLC
625 LIBERTY AVENUE, SUITE 1700
PITTSBURGH, PA 15222

X

Signatures

/s/ Robert J. McNally Senior Vice President and Chief Financial Officer of EQT Corporation	07/23/2018
__Signature of Reporting Person	Date
/s/ Jeremiah J. Ashcroft III President of EQT Gathering Holdings, LLC	07/23/2018
__Signature of Reporting Person	Date
/s/ David E. Schlosser, Jr. President of EQT Production Company	07/23/2018
__Signature of Reporting Person	Date
/s/ Joshua C. Miller Vice President of EQT Investments Holdings, LLC	07/23/2018
__Signature of Reporting Person	Date
/s/ Robert J. McNally Senior Vice President and Chief Financial Officer of EQT GP Services, LLC, as general partner of EQT GP Holdings, LP	07/23/2018
__Signature of Reporting Person	Date
/s/ Robert J. McNally Senior Vice President and Chief Financial Officer of EQT GP Services, LLC	07/23/2018
__Signature of Reporting Person	Date
/s/ Jeremiah J. Ashcroft III President of Rice Midstream Holdings LLC	07/23/2018
__Signature of Reporting Person	Date
/s/ David E. Schlosser, Jr. President of EQT RE, LLC	07/23/2018
__Signature of Reporting Person	Date
/s/ David E. Schlosser, Jr. President of Rice Energy Operating LLC	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).
- (1) On July 23, 2018, EQT Midstream Partners, LP (EQM or the Issuer) issued an aggregate of 9,544,530 common units representing limited partner interests in EQM (Common Units) to Rice Midstream GP Holdings LP, a Delaware limited partnership (RMGH), which is an indirect wholly owned subsidiary of certain 10% owners of EQM, including EQT Corporation, a Pennsylvania corporation (EQT). This Form 4 is being filed to report the acquisition of such Common Units by certain of the Reporting Persons (as defined below).
- On July 23, 2018, pursuant to the Agreement and Plan of Merger dated as of April 25, 2018 (the Merger Agreement), by and among the Issuer, 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, Merger Sub merged with and into RMP (the Merger), with RMP continuing as the surviving entity and as a wholly owned subsidiary of the Issuer, and GP Merger Sub merged with and into RMP GP, with RMP GP continuing as the surviving entity and a wholly owned subsidiary of the Issuer.
- (2) 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

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converted into the right to receive 0.3319 Common Units (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.

This Form 4 is jointly filed by (i) EQT GP Holdings, LP, a Delaware limited partnership (EQGP) (as successor-in-interest to EQT Midstream Investments, LLC, a Delaware limited liability company (Midstream Investments)), (ii) EQT GP Services, LLC, a Delaware limited liability company and the general partner of EQGP (EQGP GP), (iii) EQT Gathering Holdings, LLC, a Delaware limited liability company (Gathering Holdings), (iv) EQT Production Company, a Pennsylvania corporation (EPC), (v) EQT Investments Holdings, LLC, a Delaware limited liability company (Investments Holdings), (vi) EQT RE, LLC, a Delaware limited liability company (EQT RE), (vii) Rice Energy Operating LLC, a Delaware limited liability company (REO), (viii) Rice Midstream Holdings LLC, a Delaware limited liability company (Rice Midstream Holdings), and (ix) EQT (EQGP, EQGP GP, Gathering Holdings, EPC, Investments Holdings, EQT RE, REO, (sentence continues in next footnote)

(cont. from footnote 4) Rice Midstream Holdings and EQT are collectively referred to as the Reporting Persons). EQGP and EQGP GP became reporting persons under Section 16(a) of the Securities Act of 1933, as amended, as a result of the merger of Midstream Investments with and into EQGP on April 13, 2015.

EQT directly owns 100% of the outstanding membership interests of Investment Holdings. Investments Holdings directly owns 100% of the common stock of EPC. EPC directly owns 100% of the outstanding membership interests of EQT RE and Gathering Holdings. 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 Rice Midstream Holdings, which is a limited partner of the Issuer holding approximately 4.9% of the outstanding Common Units, and REO directly owns 100% of the outstanding membership interests of Rice GP LLC. (sentence continues in next footnote)

(cont. from footnote 6) Rice Midstream Holdings and Rice GPH LLC directly own 100% of the outstanding limited partner interests in RMGH, which is a limited partner of the Issuer holding approximately 7.9% of the outstanding Common Units, and Rice Midstream Holdings directly owns 100% of the outstanding membership interests of Rice GPH LLC and Rice Midstream GP Management LLC (RMGH GP), the general partner of RMGH. Gathering Holdings is a limited partner of EQGP and directly or indirectly owns approximately 79.3% of the limited partner interests in EQGP and is the sole member of EQGP GP. EQGP is a limited partner of the Issuer holding approximately 18.1% of the outstanding Common Units. EQGP GP is the general partner of EQGP and owns the entire non-economic general partner interest in EQGP. Rice Midstream Holdings, EQGP GP and RMGH GP are manager-managed limited liability companies and indirect wholly-owned subsidiaries of EQT.

As of July 23, 2018, the number of Common Units issued and outstanding is approximately 120,457,148. The following is a summary of the beneficial ownership of Common Units by each Reporting Person: (a) EQGP is the record and beneficial owner of 21,811,643 Common Units, which represent approximately 18.1% of the outstanding Common Units; (b) Rice Midstream Holdings is the record and beneficial owner of 5,889,282 Common Units, which represent approximately 4.9% of the outstanding Common Units, and, as the direct or indirect owner of 100% of the limited partner interests in RMGH and 100% of the membership interests of RMGH GP, it may be deemed to beneficially own the 9,544,530 Common Units beneficially owned by RMGH, which represent approximately 7.9% of the outstanding Common Units; (c) EQGP GP does not directly own any Common Units; however, as the general partner of EQGP, (sentence continues in next footnote)

(continued from footnote 8) it may be deemed to beneficially own the 21,811,643 Common Units beneficially owned by EQGP, which represent approximately 18.1% of the outstanding Common Units; (d) Gathering Holdings does not directly own any Common Units; however, as the direct or indirect owner of approximately 79.3% of the limited partner interests in EQGP and sole member of EQGP GP, it may be deemed to beneficially own the 21,811,643 Common Units beneficially owned by EQGP, which represent approximately 18.1% of the outstanding Common Units; (e) REO does not directly own any Common Units; however, as the direct or indirect owner of 100% of the membership interests of Rice Midstream Holdings, 100% of the limited partner interests in RMGH and 100% of the membership interests of RMGH GP, it may be deemed to beneficially own the 5,889,282 Common Units beneficially owned by Rice Midstream Holdings and (sentence continues in next footnote)

(continued from footnote 9) the 9,544,530 Common Units beneficially owned by RMGH, which in the aggregate represent approximately 12.8% of the outstanding Common Units; (f) EQT RE does not directly own any Common Units; however, as the indirect owner of 100% of the membership interests of Rice Midstream Holdings, 100% of the limited partner interests in RMGH and 100% of the membership interests of RMGH GP, it may be deemed to beneficially own the 5,889,282 Common Units beneficially owned by Rice Midstream Holdings and the 9,544,530 Common Units beneficially owned by RMGH, which in the aggregate represent approximately 12.8% of the outstanding Common Units; (g) EPC does not directly own any Common Units; however, as the sole member of Gathering Holdings and indirect owner of EQGP and EQGP GP and the sole member of EQT RE and indirect owner of Rice Midstream Holdings, (sentence continues in next footnote)

(continued from footnote 10) RMGH and RMGH GP, it may be deemed to beneficially own the 21,811,643 Common Units beneficially owned by EQGP, the 5,889,282 Common Units beneficially owned by Rice Midstream Holdings and the 9,544,530 Common Units beneficially owned by RMGH, which in the aggregate represent approximately 30.9% of the outstanding Common Units; (h) Investments Holdings does not directly own any Common Units; however, as the sole shareholder of EPC and indirect owner of EQGP,

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EQGP GP, Rice Midstream Holdings, RMGH and RMGH GP, it may be deemed to beneficially own the 21,811,643 Common Units beneficially owned by EQGP, the 5,889,282 Common Units beneficially owned by Rice Midstream Holdings and the 9,544,530 Common Units beneficially owned by RMGH, which in the aggregate represent approximately 30.9% of the outstanding Common Units; (i) EQT does not directly own any Common Units; (sentence continues in next footnote)

- (12) (continued from footnote 11) however, as the sole member of Investments Holdings and indirect owner of EQGP, EQGP GP, Rice Midstream Holdings, RMGH and RMGH GP, it may be deemed to beneficially own the 21,811,643 Common Units beneficially owned by EQGP, the 5,889,282 Common Units beneficially owned by Rice Midstream Holdings and the 9,544,530 Common Units beneficially owned by RMGH, which in the aggregate represent approximately 30.9% of the outstanding Common Units.

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.