

Rice Energy Inc.
Form SC 13D/A
January 14, 2015

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO 240.13d-2(a)**

Rice Energy Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

762760106

(CUSIP Number)

Daniel J. Rice IV

400 Woodcliff Drive, Canonsburg, Pennsylvania 15317

Tel: (724) 746-6720

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 14, 2015

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

1 NAMES OF REPORTING PERSONS

Rice Energy Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-

8 SHARED VOTING POWER

OWNED BY

EACH

66,486,314 (see items 3, 4 and 5)*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

20,300,923

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

66,486,314 (see items 3, 4 and 5)**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

48.8%**

14 TYPE OF REPORTING PERSON

OO (Limited Liability Company)

* As further described in Item 4, the Reporting Persons (as defined below) may be deemed to beneficially own the shares of Common Stock (as defined below) of the Issuer (as defined below) beneficially owned by each Reporting Person and by the Other Reporting Person (as defined below) pursuant to the Stockholders Agreement (as defined below).

** The calculation is based on 136,280,766 shares of Common Stock of the Issuer, which are the number of shares of Common Stock of the Issuer outstanding based on the Issuer's Quarterly Report on Form 10-Q filed on November 12, 2014 with the Securities and Exchange Commission (the SEC).

1 NAMES OF REPORTING PERSONS

Rice Energy Irrevocable Trust*

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-

8 SHARED VOTING POWER

OWNED BY

EACH

66,486,314 (see items 3, 4 and 5)

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH -0-

10 SHARED DISPOSITIVE POWER

11 19,800,000**
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 66,486,314 (see items 3, 4 and 5)***
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

14 48.8%****
TYPE OF REPORTING PERSON

OO (Trust)

* Kathleen L. Peto and Jay D. Rosenbaum are trustees of Rice Energy Irrevocable Trust.

** As further described in Item 4, the Reporting Persons (as defined below) may be deemed to beneficially own the shares of Common Stock (as defined below) of the Issuer (as defined below) beneficially owned by each Reporting Person and by the Other Reporting Person (as defined below) pursuant to the Stockholders Agreement (as defined below).

*** The calculation is based on 136,280,766 shares of Common Stock of the Issuer, which are the number of shares of Common Stock of the Issuer outstanding based on the Issuer's Quarterly Report on Form 10-Q filed on November 12, 2014 with the SEC.

1 NAMES OF REPORTING PERSONS

Kathleen L. Peto

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-

8 SHARED VOTING POWER

OWNED BY

EACH

66,486,314 (see items 3, 4 and 5)*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-

10 SHARED DISPOSITIVE POWER

19,800,000**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

66,486,314 (see items 3, 4 and 5)***

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

48.8%***

14 TYPE OF REPORTING PERSON

IN

- * All of these shares of Common Stock (as defined below) of the Issuer are held by Rice Energy Irrevocable Trust, of which Ms. Peto is a trustee. As further described in Item 4, the Reporting Persons (as defined below) may be deemed to beneficially own the shares of Common Stock (as defined below) of the Issuer (as defined below) beneficially owned by each Reporting Person and by the Other Reporting Person (as defined below) pursuant to the Stockholders Agreement (as defined below).
- ** Does not include the 2,556,844 shares of Common Stock (as defined below) of the Issuer owned by the spouse of Ms. Peto, Daniel J. Rice III. Ms. Peto disclaims beneficial ownership of the shares held by Daniel J. Rice III.
- *** The calculation is based on 136,280,766 shares of Common Stock of the Issuer, which are the number of shares of Common Stock of the Issuer outstanding based on the Issuer's Quarterly Report on Form 10-Q filed on November 12, 2014 with the SEC.

1 NAMES OF REPORTING PERSONS

Jay D. Rosenbaum

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 66,486,314 (see items 3, 4 and 5)*
SOLE DISPOSITIVE POWER

PERSON

WITH -0-

10 SHARED DISPOSITIVE POWER

- 11 19,800,000
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 12 66,486,314 (see items 3, 4 and 5)**
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions) ..
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
- 14 48.8%**
TYPE OF REPORTING PERSON

IN

- * All of these shares of Common Stock (as defined below) are held by Rice Energy Irrevocable Trust, of which Mr. Rosenbaum is a trustee. As further described in Item 4, the Reporting Persons (as defined below) may be deemed to beneficially own the shares of Common Stock of the Issuer (as defined below) beneficially owned by each Reporting Person and by the Other Reporting Person (as defined below) pursuant to the Stockholders Agreement (as defined below).
- ** The calculation is based on 136,280,766 shares of Common Stock of the Issuer, which are the number of shares of Common Stock of the Issuer outstanding based on the Issuer's Quarterly Report on Form 10-Q filed on November 12, 2014 with the SEC.

1 NAMES OF REPORTING PERSONS

NGP Rice Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-

8 SHARED VOTING POWER

OWNED BY

EACH

66,486,314 (see items 3, 4 and 5)*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH -0-

10 SHARED DISPOSITIVE POWER

20,337,725

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

66,486,314 (see items 3, 4 and 5)**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

48.8%**

14 TYPE OF REPORTING PERSON

OO (Limited Liability Company)

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1 NAMES OF REPORTING PERSONS

NGP Natural Resources X, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-

8 SHARED VOTING POWER

OWNED BY

EACH

66,486,314 (see items 3, 4 and 5)*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH -0-

10 SHARED DISPOSITIVE POWER

20,337,725

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

66,486,314 (see items 3, 4 and 5)**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

48.8%**

14 TYPE OF REPORTING PERSON

PN (Limited Partnership)

* As further described in Item 4, the Reporting Persons (as defined below) may be deemed to beneficially own the shares of Common Stock (as defined below) of the Issuer (as defined below) beneficially owned by each Reporting Person and by the Other Reporting Person (as defined below) pursuant to the Stockholders Agreement (as defined below).

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1 NAMES OF REPORTING PERSONS

NGP X Parallel Holdings, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-

8 SHARED VOTING POWER

OWNED BY

EACH

66,486,314 (see items 3, 4 and 5)*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-

10 SHARED DISPOSITIVE POWER

20,337,725

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66,486,314 (see items 3, 4 and 5)**

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(see instructions) ..

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48.8%**

14 TYPE OF REPORTING PERSON

PN (Limited Partnership)

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1 NAMES OF REPORTING PERSONS

G.F.W. Energy X, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-

8 SHARED VOTING POWER

OWNED BY

EACH

66,486,314 (see items 3, 4 and 5)*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-

10 SHARED DISPOSITIVE POWER

20,337,725

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

66,486,314 (see items 3, 4 and 5)**

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(see instructions) ..

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13D

CUSIP No. 762760106

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1 NAMES OF REPORTING PERSONS

GFW X, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO