

EQT Investments Holdings, LLC

Form 3

November 15, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

2. Date of Event Requiring Statement

(Month/Day/Year)

11/13/2017

3. Issuer Name and Ticker or Trading Symbol
Rice Midstream Partners LP [RMP]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

625 LIBERTY AVENUE, SUITE 1700

(Street)

(Check all applicable)

____ Director ☒ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
☒ Form filed by More than One Reporting Person

PITTSBURGH, PA 15222

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Units representing limited partner interests

0 (1) (2)I See Footnotes (1) (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Subordinated Units representing limited partner interests	Â (3)	Â (3)	Common Units representing limited partner interests	0 (3)	\$ (3)	I	See Footnotes (1) (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EQT Corp 625 LIBERTY AVENUE SUITE 1700 PITTSBURGH, PA 15222	Â	Â X	Â	Â
EQT Investments Holdings, LLC 101 CONVENTION CENTER DRIVE, SUITE 850 LAS VEGAS, NV 89109	Â	Â X	Â	Â
EQT Production Co 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222	Â	Â X	Â	Â

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

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 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 3 is being filed jointly by EQT, EQT Investments Holdings, LLC ("Investments Holdings"), and EQT Production Company ("EQT Production") 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 outstanding membership interests of EQT RE. EQT RE indirectly owns interests in Rice

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Midstream Partners LP (the "Issuer").

- (2) (cont. from footnote 1) EQT, Investments Holdings, and EQT Production may therefore be deemed to beneficially own securities of the Issuer owned directly by EQT RE through its subsidiaries.

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.

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