

Rice Midstream GP Management LLC
 Form 4
 May 22, 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 GP Holdings, LP [EQGP]

3. Date of Earliest Transaction (Month/Day/Year)
 05/22/2018

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 Ownership (Instr. 4)
Common Units representing limited partner interests	05/22/2018		J	36,293,766 A	276,008,766	I	See footnotes (1) (2) (3) (4) (5) (6) (7)

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 Following Transaction (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 Gathering Holdings, 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		
Rice Midstream GP Holdings LP 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 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222		X		
				X

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

Rice Midstream GP Management 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	05/22/2018
__Signature of Reporting Person	Date
/s/ Joshua C. Miller Vice President of EQT Investments Holdings, LLC	05/22/2018
__Signature of Reporting Person	Date
/s/ David E. Schlosser, Jr. President of EQT Production Company	05/22/2018
__Signature of Reporting Person	Date
/s/ Jeremiah J. Ashcroft III President of EQT Gathering Holdings, LLC	05/22/2018
__Signature of Reporting Person	Date
/s/ David E. Schlosser, Jr. President of EQT RE, LLC	05/22/2018
__Signature of Reporting Person	Date
/s/ David E. Schlosser, Jr. President of Rice Energy Operating LLC	05/22/2018
__Signature of Reporting Person	Date
/s/ Jeremiah J. Ashcroft III President of Rice Midstream Holdings LLC	05/22/2018
__Signature of Reporting Person	Date
/s/ Jeremiah J. Ashcroft III President of Rice Midstream GP Management LLC	05/22/2018
__Signature of Reporting Person	Date
/s/ Jeremiah J. Ashcroft III President of Rice Midstream GP Management LLC, as general partner of Rice Midstream GP Holdings LP	05/22/2018
__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).

As previously disclosed by EQT GP Holdings, LP (EQGP or the Issuer), on April 25, 2018, EQT Corporation, a Pennsylvania corporation (EQT), Rice Midstream GP Holdings LP, a Delaware limited partnership and wholly owned subsidiary of EQT (RMGH), and EQGP entered into an Incentive Distribution Rights Purchase and Sale Agreement (the RMP IDR Purchase Agreement) pursuant to

(1) which, subject to the terms and conditions thereof, EQGP agreed to acquire all of the issued and outstanding RMP incentive distribution rights from RMGH in exchange for 36,293,766 common units representing limited partner interests in EQGP (Common Units) (the IDR Transaction). On May 22, 2018, the parties to the RMP IDR Purchase Agreement completed the IDR Transaction. This Form 4 is being filed to report the acquisition of such Common Units by certain of the Reporting Persons (as defined below).

This Form 4 is jointly filed by: (i) EQT; (ii) EQT Investments Holdings, LLC, a Delaware limited liability company (Investments Holdings); (iii) EQT Production Company, a Pennsylvania corporation (EPC); (iv) EQT Gathering Holdings, LLC, a Delaware limited liability company (Gathering Holdings); (v) EQT RE, LLC, a Delaware limited liability company (EQT RE); (vi) Rice Energy Operating

(2) LLC, a Delaware limited liability company (REO); (vii) Rice Midstream Holdings LLC, a Delaware limited liability company (Rice Midstream Holdings); (viii) Rice Midstream GP Management LLC, a Delaware limited liability company (GP Management); and (ix) RMGH (EQT, Investments Holdings, EPC, Gathering Holdings, EQT RE, REO, Rice Midstream Holdings, GP Management and RMGH are collectively referred to as the Reporting Persons).

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(3) Gathering Holdings is a limited partner of the Issuer holding approximately 79.2% of the outstanding Common Units, and is the sole stockholder of EQT GP Corporation, a Delaware corporation and limited partner of the Issuer holding approximately 0.1% of the outstanding Common Units (GP Corporation). Gathering Holdings is also the sole member of EQT GP Services, LLC, a Delaware limited liability company and the general partner of the Issuer (the General Partner). EPC is the sole member of Gathering Holdings. Investments Holdings is the sole stockholder of EPC. EQT is a publicly traded company and the sole member of Investments Holdings. RMGH is managed by GP Management, its general partner, and has no directors or executive officers. GP Management, Rice Midstream Holdings, REO, EQT RE, Gathering Holdings and Investments Holdings are manager-managed limited liability companies and direct or indirect wholly owned subsidiaries of EQT.

(4) As of May 22, 2018, the number of Common Units issued and outstanding is 302,458,766. The following is a summary of the beneficial ownership of Common Units of each Reporting Person: (a) Gathering Holdings is the record and beneficial owner of 239,449,000 Common Units, which represent approximately 79.2% of the outstanding Common Units, and, through its sole ownership of GP Corporation, Gathering Holdings beneficially owns an additional 266,000 Common Units, which represent approximately 0.1% of the outstanding Common Units; (b) RMGH is the record and beneficial owner of 36,293,766 Common Units, which represent approximately 12.0% of the outstanding Common Units; (c) GP Management does not directly own any Common Units; however, as the general partner of RMGH, it may be deemed to beneficially own the 36,293,766 Common Units beneficially owned by RMGH, which represent approximately 12.0% of the outstanding Common Units; (sentence continues in next footnote)

(5) (continued from footnote 4) (d) Rice Midstream Holdings does not directly own any Common Units; however, as the sole member of GP Management and direct or indirect owner of 100% of the limited partner interests in RMGH, it may be deemed to beneficially own the 36,293,766 Common Units beneficially owned by RMGH, which represent approximately 12.0% of the outstanding Common Units; (e) REO does not directly own any Common Units; however, as the direct or indirect owner of Rice Midstream Holdings, GP Management and RMGH, it may be deemed to beneficially own the 36,293,766 Common Units beneficially owned by RMGH, which represent approximately 12.0% of the outstanding Common Units; (f) EQT RE does not directly own any Common Units of the Issuer; however, as the direct or indirect owner of REO, Rice Midstream Holdings, GP Management and RMGH, it may be deemed to beneficially own the 36,293,766 Common Units beneficially owned by RMGH, (sentence continues in next footnote)

(6) (continued from footnote 5) which represent approximately 12.0% of the outstanding Common Units; (g) EPC does not directly own any Common Units; however, as the sole member of Gathering Holdings and EQT RE and indirect owner of REO, Rice Midstream Holdings, GP Management and RMGH, it may be deemed to beneficially own the 239,715,000 Common Units beneficially owned by Gathering Holdings and the 36,293,766 Common Units beneficially owned by RMGH, which represent in the aggregate approximately 91.3% 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 Gathering Holdings, EQT RE, REO, Rice Midstream Holdings, GP Management and RMGH, it may be deemed to beneficially own the 239,715,000 Common Units beneficially owned by Gathering Holdings and the 36,293,766 Common Units beneficially owned by RMGH, (sentence continues in next footnote)

(7) (continued from footnote 6) which represent in the aggregate approximately 91.3% of the outstanding Common Units; and (i) EQT does not directly own any Common Units of the Issuer; however, as the sole member of Investments Holdings and indirect owner of EPC, Gathering Holdings, EQT RE, REO, Rice Midstream Holdings, GP Management and RMGH, it may be deemed to beneficially own the 239,715,000 Common Units beneficially owned by Gathering Holdings and the 36,293,766 Common Units beneficially owned by RMGH, which represent in the aggregate approximately 91.3% 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.