

Rice Midstream Partners LP
Form 3
February 22, 2016

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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Rice Midstream GP Holdings LP			(Month/Day/Year)	Rice Midstream Partners LP [RMP]	
(Last)	(First)	(Middle)	02/18/2016		
400 WOODCLIFF DRIVE			4. Relationship of Reporting Person(s) to Issuer		
(Street)			(Check all applicable)		
CANONSBURG, PA 15317			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)		
			6. Individual or Joint/Group Filing(Check Applicable Line)		
			<input checked="" type="checkbox"/> Form filed by One Reporting Person		
			<input type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned

1. 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 partnership interests	3,623 ⁽¹⁾	D	^

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 partnership interest	Â (2)	Â (2)	Common units representing limited partner interests	28,753,623	\$ (2)	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rice Midstream GP Holdings LP 400 WOODCLIFF DRIVE CANONSBURG, PA 15317	Â	Â X	Â	Â

Signatures

/s/ William E. Jordan, Authorized Person of Rice Midstream GP Management LLC, on behalf of Rice Midstream GP Holdings LP

02/22/2016

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) Rice Midstream Holdings LLC ("Rice Midstream Holdings") transferred 3,623 common units representing limited partner interests in the Issuer (the "Common Units") and 28,753,623 subordinated units representing limited partner interests in the Issuer (the "Subordinated Units") to the Reporting Person pursuant to the Securities Purchase Agreement between Rice Midstream Holdings, the Reporting Person and certain investors affiliated with EIG Global Energy Partners.

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