

Rice Midstream GP Management LLC
 Form 4
 February 20, 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

Rice Midstream Partners LP [RMP]

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

02/15/2018

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 | 02/15/2018 | | C | | 28,753,623 | A | 11 28,757,246 |
| | | | | | | I | |

See Footnote (2) (3)

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 Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| Subordinated units representing limited partner interests | (1) | 02/15/2018 | | C | 28,753,623 | (1) (1) | Common Units representing limited partner interests |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EQT Corp 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 RE, LLC 625 LIBERTY AVENUE SUITE 170 PITTSBURGH, PA 15222 | | X | | |
| Rice Energy Operating LLC 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222 | | X | | |
| Rice Midstream Holdings LLC 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222 | | X | | |
| Rice Midstream GP Management LLC 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222 | | X | | |

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

X

Signatures

| | |
|--|------------|
| /s/Robert J. McNally, Senior Vice President and Chief Financial Officer of EQT Corporation | 02/20/2018 |
| __Signature of Reporting Person | Date |
| /s/Joshua C. Miller, Vice President of EQT Investments Holdings, LLC | 02/20/2018 |
| __Signature of Reporting Person | Date |
| /s/David E. Schlosser, Jr., President of EQT Production Company | 02/20/2018 |
| __Signature of Reporting Person | Date |
| /s/David E. Schlosser, Jr., President of EQT RE, LLC | 02/20/2018 |
| __Signature of Reporting Person | Date |
| /s/David E. Schlosser, Jr., President of Rice Energy Operating LLC | 02/20/2018 |
| __Signature of Reporting Person | Date |
| /s/Jeremiah J. Ashcroft III, President of Rice Midstream Holdings LLC | 02/20/2018 |
| __Signature of Reporting Person | Date |
| /s/Jeremiah J. Ashcroft III, President of Rice Midstream GP Management LLC | 02/20/2018 |
| __Signature of Reporting Person | Date |
| /s/Jeremiah J. Ashcroft III, President of Rice Midstream GP Management LLC, the general partner of Rice Midstream GP Holdings LP | 02/20/2018 |
| __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 February 15, 2018, pursuant to the terms of the Amended and Restated Agreement of Limited Partnership of Rice Midstream Partners LP ("Partnership"), as amended, the 28,753,623 subordinated units owned by Rice Midstream GP Holdings LP ("Rice GP Holdings") converted into common units of the Partnership on a one-for-one basis for no additional consideration, resulting in the acquisition of 28,753,623 common units of the Partnership. The subordinated units had no expiration date.

(2) This Form 4 is being filed jointly by EQT Corporation ("EQT"), EQT Investments Holdings, LLC ("Investments Holdings"), EQT Production Company ("EQT Production"), EQT RE, LLC ("EQT RE"), Rice Energy Operating LLC ("REO"), Rice Midstream Holdings LLC ("RMH"), Rice Midstream GP Management LLC ("Rice GP Management") and Rice GP Holdings. EQT directly owns 100% of the outstanding membership interests of Investment 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 and Rice Energy Sub Holdings LLC ("Rice Sub Holdings") directly own 100% of the outstanding membership interests in REO,

(3) (cont. from footnote 2) 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 RMH, and REO directly owns 100% of the outstanding membership interests of Rice GP LLC. RMH and Rice GPH LLC directly own 100% of the outstanding limited partner interests in Rice GP Holdings, which directly holds interest in the Partnership, and RMH directly owns 100% of the outstanding membership interests of Rice GPH LLC and Rice GP Management, the general partner of Rice GP Holdings. EQT, Investments Holdings, EQT Production, EQT RE, REO, RMH and Rice GP Management may therefore be deemed to beneficially own securities of the Partnership owned directly by Rice GP Holdings.

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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