

EQT Corp
 Form 3
 July 23, 2018

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 | |
| EQT Corp | | (Month/Day/Year) | EQT Midstream Partners, LP [EQM] | |
| (Last) | (First) | (Middle) | 07/23/2018 | |
| 625 LIBERTY AVENUE, SUITE 1700 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| PITTSBURGH, PA 15222 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input checked="" 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 partner interests | 37,245,455 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> |

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) |
|---------------------|--------------------|-------|----------------------------------|----------|--|
|---------------------|--------------------|-------|----------------------------------|----------|--|

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 Gathering Holdings, LLC 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222 | ^ | ^ X | ^ | ^ |
| EQT GP Holdings, LP 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222 | ^ | ^ X | ^ | ^ |
| EQT GP Services, LLC 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 | ^ | ^ |

Signatures

/s/ Robert J. McNally Senior Vice President and Chief Financial Officer of EQT Corporation

07/23/2018

**Signature of Reporting Person

Date

/s/ Jeremiah J. Ashcroft III President of EQT Gathering Holdings, LLC

07/23/2018

**Signature of Reporting Person

Date

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| | |
|--|------------|
| /s/ David E. Schlosser, Jr. President of EQT Production Company | 07/23/2018 |
| __Signature of Reporting Person | Date |
| /s/ Joshua C. Miller Vice President of EQT Investments Holdings, LLC | 07/23/2018 |
| __Signature of Reporting Person | Date |
| /s/ Robert J. McNally Senior Vice President and Chief Financial Officer of EQT GP Services, LLC, as general partner of EQT GP Holdings, LP | 07/23/2018 |
| __Signature of Reporting Person | Date |
| /s/ Robert J. McNally Senior Vice President and Chief Financial Officer of EQT GP Services, LLC | 07/23/2018 |
| __Signature of Reporting Person | Date |
| /s/ Jeremiah J. Ashcroft III President of Rice Midstream Holdings LLC | 07/23/2018 |
| __Signature of Reporting Person | Date |
| /s/ David E. Schlosser, Jr. President of Rice Energy Operating LLC | 07/23/2018 |
| __Signature of Reporting Person | Date |
| /s/ David E. Schlosser, Jr. President of EQT RE, LLC | 07/23/2018 |
| __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) This Form 3 with respect to ownership of common units (Common Units) representing limited partner interests in EQT Midstream Partners, LP (the Issuer) is jointly filed by (i) EQT Production Company, a Pennsylvania corporation (EPC), (ii) EQT Investments Holdings, LLC, a Delaware limited liability company (Investments Holdings), (iii) EQT Gathering Holdings, LLC, a Delaware limited liability company (Gathering Holdings); (iv) EQT Corporation, a Pennsylvania corporation (EQT); (v) EQT GP Holdings, LP, a Delaware limited partnership (EQGP); (vi) EQT GP Services, LLC, a Delaware limited liability company (EQGP GP); (vii) Rice Midstream Holdings LLC, a Delaware limited liability company (Rice Midstream Holdings); (sentence continues in next footnote)

(2) (continued from footnote 1) (viii) Rice Energy Operating LLC, a Delaware limited liability company (REO); and (ix) EQT RE, LLC, a Delaware limited liability company (EQT RE, and together with EPC, Investments Holdings, Gathering Holdings, EQT, EQGP, EQGP GP, Rice Midstream Holdings and REO, the Reporting Persons).

(3) EQGP is a limited partner of the Issuer and owns approximately 18.1% of the outstanding Common Units. EQGP GP is the general partner of EQGP and owns the entire non-economic general partner interest in EQGP. Gathering Holdings is a limited partner of EQGP with an approximate 79.2% limited partner interest in EQGP, is the sole member of EQGP GP, and is the sole stockholder of EQT GP Corporation, a Delaware corporation and limited partner of EQGP holding an approximate 0.1% limited partner interest in EQGP. Rice Midstream Holdings is (i) a limited partner of the Issuer and owns approximately 4.9% of the outstanding Common Units, (ii) a limited partner of Rice Midstream GP Holdings LP (RMGH), (sentence continues in next footnote)

(4) (continued from footnote 3) a Delaware limited partnership and limited partner of the Issuer, holding approximately 7.9% of the outstanding Common Units, and (iii) the sole member of Rice Midstream GP Management LLC (RMGH GP), a Delaware limited liability company and the general partner of RMGH, holding the entire non-economic general partner interest in RMGH. Rice Midstream Holdings, RMGH, RMGH GP and REO are each wholly owned subsidiaries of EQT RE. EPC is the sole member of Gathering Holdings and EQT RE. Investments Holdings is the sole shareholder of EPC. EQT is a publicly traded company and the sole member of Investments Holdings. Rice Midstream Holdings, RMGH GP, REO, EQT RE, Gathering Holdings and Investments Holdings are manager-managed limited liability companies with boards of managers. EPC and EQT are corporations with boards of directors.

(5) As of July 23, 2018, the number of Common Units issued and outstanding is approximately 120,457,148. The following is a summary of the beneficial ownership of Common Units of each Reporting Person: (a) EQGP is the record and beneficial owner of 21,811,643 Common Units, which represent approximately 18.1% of the outstanding Common Units; (b) Rice Midstream Holdings is the record and beneficial owner of 5,889,282 Common Units, which represent approximately 4.9% of the outstanding Common Units, and, as the direct or indirect owner of 100% of the limited partner interests in RMGH and 100% of the membership interests of RMGH GP, it may be deemed to beneficially own the 9,544,530 Common Units beneficially owned by RMGH, which represent approximately 7.9% of the outstanding Common Units; (sentence continues in next footnote)

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(continued from footnote 5) (c) EQGP GP does not directly own any Common Units; however, as the general partner of EQGP, it may be deemed to beneficially own the 21,811,643 Common Units beneficially owned by EQGP, which represent approximately 18.1% of the outstanding Common Units; (d) Gathering Holdings does not directly own any Common Units; however, as the direct or indirect owner of approximately 79.3% of the limited partner interests in EQGP and the sole member of EQGP GP, it may be deemed to beneficially own the 21,811,643 Common Units beneficially owned by EQGP, which represent approximately 18.1% of the outstanding Common Units; (e) REO does not directly own any Common Units; however, as the direct or indirect owner of 100% of the membership interests of Rice Midstream Holdings, 100% of the limited partner interests in RMGH and 100% of the membership interests of RMGH GP, (sentence continues in next footnote)

(continued from footnote 6) it may be deemed to beneficially own the 5,889,282 Common Units beneficially owned by Rice Midstream Holdings and the 9,544,530 Common Units beneficially owned by RMGH, which in the aggregate represent approximately 12.8% of the outstanding Common Units; (f) EQT RE does not directly own any Common Units; however, as the indirect owner of 100% of the membership interests of Rice Midstream Holdings, 100% of the limited partner interests in RMGH and 100% of the membership interests of RMGH GP, it may be deemed to beneficially own the 5,889,282 Common Units beneficially owned by Rice Midstream Holdings and the 9,544,530 Common Units beneficially owned by RMGH, which in the aggregate represent approximately 12.8% of the outstanding Common Units; (sentence continues in next footnote)

(continued from footnote 7) (g) EPC does not directly own any Common Units; however, as the sole member of Gathering Holdings and indirect owner of EQGP and EQGP GP and the sole member of EQT RE and indirect owner of Rice Midstream Holdings, RMGH and RMGH GP, it may be deemed to beneficially own the 21,811,643 Common Units beneficially owned by EQGP, the 5,889,282 Common Units beneficially owned by Rice Midstream Holdings and the 9,544,530 Common Units beneficially owned by RMGH, which in the aggregate represent approximately 30.9% 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 EQGP, EQGP GP, Rice Midstream Holdings, RMGH and RMGH GP, it may be deemed to beneficially own the 21,811,643 Common Units beneficially owned by EQGP, the 5,889,282 Common Units beneficially owned by Rice Midstream Holdings and (sentence continues in next footnote)

(continued from footnote 8) the 9,544,530 Common Units beneficially owned by RMGH, which in the aggregate represent approximately 30.9% of the outstanding Common Units (i) EQT does not directly own any Common Units; however, as the sole member of Investments Holdings and indirect owner of EQGP, EQGP GP, Rice Midstream Holdings, RMGH and RMGH GP, it may be deemed to beneficially own the 21,811,643 Common Units beneficially owned by EQGP, the 5,889,282 Common Units beneficially owned by Rice Midstream Holdings and the 9,544,530 Common Units beneficially owned by RMGH, which in the aggregate represent approximately 30.9% 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.