

EQT Production Co
 Form 4
 October 30, 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 Production Co

2. Issuer Name and Ticker or Trading Symbol
 EQM Midstream Partners, LP
 [EQM]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 625 LIBERTY AVENUE, SUITE 1700,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/26/2018

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

PITTSBURGH, PA 15222

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

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

(City) (State) (Zip)

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 | 10/26/2018 | | J(1)(2)(3) | | 37,245,455 (4) (5) | D | (1) (2) (3) 0 |
| | | | | | | I | See footnotes (1) (2) (3) (4) (5) |

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

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number.

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 Reporting 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 Production Co 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 RE, LLC 625 LIBERTY AVENUE SUITE 170 PITTSBURGH, PA 15222 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Erin R. Centofanti, President of EQT Production Company | 10/30/2018 |
| __Signature of Reporting Person | Date |
| /s/ Joshua C. Miller, Vice President of EQT Investments Holdings, LLC | 10/30/2018 |
| __Signature of Reporting Person | Date |
| /s/ Erin R. Centofanti, President of EQT RE, LLC | 10/30/2018 |
| __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) Pursuant to an internal reorganization conducted in connection with the proposed separation of Equitrans Midstream Corporation, a Pennsylvania corporation (ETRN), from EQT Corporation, a Pennsylvania corporation (EQT), (i) effective as of October 22, 2018, (A) Rice Midstream GP Holdings LP (RMGH), a Delaware limited partnership and wholly owned indirect subsidiary of EQT, which was the record and beneficial owner of 9,544,530 common units representing limited partner interests (Common Units) in EQM Midstream Partners, LP (the Issuer), merged with and into Equitrans Midstream Holdings, LLC, a Delaware limited liability company and wholly owned indirect subsidiary of EQT (EMH), and (B) Rice Midstream Holdings LLC, a Delaware limited liability company and wholly owned indirect subsidiary of EQT (RMH), which was the record and beneficial owner of 5,889,282 Common Units and sole member of the general partner of RMGH, merged with and into EQT RE, LLC, (sentence continues in next footnote)

(2) (continued from footnote 1) a Delaware limited liability company and wholly owned indirect subsidiary of EQT (EQT RE), and (ii) effective as of October 26, 2018 (A) EQT RE contributed 5,889,282 Common Units to EMH, (B) EQT RE distributed all of the outstanding membership interests of EMH to EQT Production Company, a Pennsylvania corporation and wholly owned indirect subsidiary of EQT (EPC), (C) EPC contributed all of the outstanding membership interests of Equitrans Gathering Holdings, LLC, a Delaware limited liability company and wholly owned indirect subsidiary of EQT (Gathering Holdings), to ETRN, (D) EPC distributed all of the outstanding membership interests in EMH and all of the outstanding shares of common stock of ETRN to EQT Investments Holdings, LLC, a Delaware limited liability company and wholly owned subsidiary of EQT (Investments Holdings), (E) Investments Holdings distributed all of the outstanding membership interests in EMH and (sentence continues in next footnote)

(3) (continued from footnote 2) all of the outstanding shares of common stock of ETRN to EQT, and (F) EQT contributed all of the outstanding membership interests in EMH to ETRN. Gathering Holdings is the sole member of EQGP Services, LLC, a Delaware limited liability company (EQGP GP) and the general partner of EQGP Holdings, LP, a public Delaware limited partnership (EQGP). EQGP is the record and beneficial owner of 21,811,643 Common Units. Investment Holdings, EPC and EQT RE are filing this "exit" Form 4 to report that they are no longer beneficial owners of securities of the Issuer. EQT, EMH, Gathering Holdings, ETRN, EQGP GP and EQGP are separately filing a Form 3 to report beneficial ownership of securities of the Issuer in connection with the above internal reorganization. The internal reorganization did not involve any purchase or sale of securities of the Issuer.

(4) Prior to the completion of the internal reorganization on October 26, 2018, (i) EQT RE did not directly own any Common Units; however, as the indirect owner of 100% of the membership interests of RMH (or later, its successor), 100% of the limited partner interests in RMGH (and later, EMH) and 100% of the membership interests of the general partner of RMGH, it was deemed to beneficially own the 5,889,282 Common Units beneficially owned by RMH and the 9,544,530 Common Units beneficially owned by RMGH (or later, EMH), which in the aggregate represented approximately 12.8% of the outstanding Common Units; (ii) EPC did 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 RMH, RMGH (or later EMH) (sentence continues in next footnote)

(5) (continued from footnote 4) and the general partner of RMGH, it was deemed to beneficially own the 21,811,643 Common Units beneficially owned by EQGP, the 5,889,282 Common Units beneficially owned by RMH and the 9,544,530 Common Units beneficially owned by RMGH (or later, EMH), which in the aggregate represented approximately 30.9% of the outstanding Common Units; and (iii) Investments Holdings did not directly own any Common Units; however, as the sole shareholder of EPC and indirect owner of EQGP, EQGP GP, RMH, RMGH (or later, EMH) and RMGH GP, it was deemed to beneficially own the 21,811,643 Common Units beneficially owned by EQGP, the 5,889,282 Common Units beneficially owned by RMH and the 9,544,530 Common Units beneficially owned by RMGH (or later, EMH), which in the aggregate represented 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.

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