Rice Midstream Partners LP
Form 4
December 22, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rice Energy Inc.

(Last) (First) (Middle)

400 WOODCLIFF DRIVE

(Street)

CANONSBURG, PA 15317

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Rice Midstream Partners LP [RMP]

3. Date of Earliest Transaction (Month/Day/Year)
12/22/2014

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 partnership interests	12/22/2014		J(1)		3,623	A	(1)	3,623	I	See Footnotes (1) (3)

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Subordinated units representing limited partner interests	(2)	12/22/2014		J(1)		28,753,623		(2)	(2)	Common units representing limited partner interests	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rice Energy Inc. 400 WOODCLIFF DRIVE CANONSBURG, PA 15317		X		
Rice Energy Appalachia, LLC 400 WOODCLIFF DRIVE CANONSBURG, PA 15317		X		
Rice Midstream Holdings LLC 400 WOODCLIFF DRIVE CANONSBURG, PA 15317		X		

Signatures

/s/ William E. Jordan, Vice President, General Counsel and Corporate Secretary of Rice Energy Inc.	12/22/2014
**Signature of Reporting Person	Date
/s/ William E. Jordan, Vice President, General Counsel and Corporate Secretary of Rice Energy Appalachia, LLC	12/22/2014
**Signature of Reporting Person	Date
/s/ William E. Jordan, Vice President, General Counsel and Corporate Secretary of Rice Midstream Holdings LLC	12/22/2014
**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) In connection with the initial public offering of the Issuer's common units representing limited partner interests ("Common Units"), pursuant to that certain Contribution Agreement, by and among the Issuer, Rice Midstream Holdings LLC ("Rice Midstream Holdings") and other parties thereto, dated December 22, 2014, Rice Midstream Holdings contributed certain assets to the Issuer and received in exchange 3,623 Common Units and 28,753,623 subordinated units representing limited partner interests in the Issuer ("Subordinated Units").

(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.

(3) This Form 4 is being filed jointly by Rice Midstream Holdings, Rice Energy Appalachia LLC ("REA") and Rice Energy Inc. ("Rice Energy"). The securities of the Issuer are owned directly by Rice Midstream Holdings. REA directly owns 100% of the outstanding membership interests in Rice Midstream Holdings and Rice Energy Inc. directly owns 100% of the outstanding membership interests in REA. Accordingly, Rice Energy and REA may be deemed to be an indirect beneficial owner of the securities of the Issuer held by Rice Midstream 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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