

Rice Toby Z.
Form 4
November 13, 2017

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 *
Rice Toby Z.

2. Issuer Name and Ticker or Trading Symbol
EQT RE, LLC [RICE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/13/2017

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

See Remarks

2200 RICE DRIVE

(Street)

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

CANONSBURG, PA 15317

(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)
Common Stock	11/13/2017		A	771,770	A \$ 0 ⁽¹⁾	1,057,794	D
Common Stock	11/13/2017		F	382,963	D \$ 29.32	674,831	D
Common Stock	11/13/2017		D	674,831	D ⁽²⁾	0	D
Common Stock	11/13/2017		A	5,372	A \$ 0 ⁽¹⁾	203,299	I By spouse
Common Stock	11/13/2017		F	5,718	D \$ 29.32	197,581	I By spouse

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were deemed satisfied at the maximum performance level specified in the applicable Company PSU Award and converted into Company common stock on a one-for-one basis.

- (2) Pursuant to the Merger Agreement, each share of Company common stock issued and outstanding immediately prior to the Effective Time was converted at such time into the right to receive: (A) 0.37 shares of EQT common stock, and (B) \$5.30 in cash, without interest.

Remarks:

President and Chief Operating Officer

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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