Rice Daniel Form 4 November 13, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31, Expires:

2005 Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b). (Print or Type Responses)

1. Name and Address of Reporting Person ** Rice Daniel			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			EQT RE, LLC [RICE] (Check all applicable				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	()			
			(Month/Day/Year)	X Director 10% Owner			
2200 RICE DRIVE			11/08/2017	Deficer (give title below) Other (specification)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			

CANONSBURG, PA 15317

(City)	(State)	(Zip) Tab	le I - No	n-I	Derivative Sec	urities	Acqui	red, Disposed of,	or Beneficiall	y 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) onor Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		ed (A)	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	11/08/2017		<u>J(1)</u>	V	168,886	A	\$0	2,725,730	D	
Common Stock	11/13/2017		D		2,725,730	D	(<u>2</u>) (<u>3</u>)	0	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Rice Daniel - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Lacroisdoic	Dute		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
Rice Daniel							
2200 RICE DRIVE	X						
CANONSBURG, PA 15317							

Signatures

/s/ Daniel J.
Rice III

**Signature of Reporting Person

11/13/2017

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).
- The Reporting Person was a member of Rice Energy Holdings LLC, a Delaware limited liability company ("Rice Holdings"). On

 November 8, 2017, Rice Holdings made a pro rata distribution to its members, including 168,886 shares of common stock of the Issuer to the Reporting Person. This transaction is exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-9 promulgated thereunder.
- On November 13, 2017, pursuant to the Agreement and Plan of Merger dated as of June 19, 2017 (the "Merger Agreement"), by and (2) among the Issuer, EQT Corporation ("EQT") and Eagle Merger Sub I, Inc. ("Merger Sub"), Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer continuing as the surviving entity and as a wholly owned indirect subsidiary of EQT.
- Pursuant to the Merger Agreement, each share of Issuer common stock issued and outstanding immediately prior to the effective time of (3) the Merger 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.

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.

Reporting Owners 2