

CONE Midstream Partners LP
 Form 3
 September 24, 2014

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 | |
| Â CONE GATHERING LLC | | (Month/Day/Year) | CONE Midstream Partners LP [CNNX] | |
| (Last) | (First) | (Middle) | 09/24/2014 | |
| 1000 CONSOL ENERGY DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CANONSBURG, Â PA Â 15317 | | | <input checked="" 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 (LIMITED PARTNER INTERESTS) | 0 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | D <u>(1)</u> | Â |

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) |
|--|------------------|-----------------|--------------|--|-----------------|---------------------------------------|
| SUBORDINATED UNITS (LIMITED PARTNER INTERESTS) | Â (5) | Â (5) | COMMON UNITS | <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> | \$ 0 <u>(5)</u> | D <u>(1)</u> Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CONE GATHERING LLC 1000 CONSOL ENERGY DRIVE CANONSBURG, PA 15317 | Â X | Â X | Â | Â |
| CONSOL Energy Inc 1000 CONSOL ENERGY DRIVE CANONSBURG, PA 15317 | Â X | Â X | Â | Â |
| NOBLE ENERGY INC 1001 NOBLE ENERGY WAY HOUSTON, TX 77070 | Â X | Â X | Â | Â |

Signatures

/s/ Joseph M. Fink, President of CONE Gathering LLC 09/24/2014
 **Signature of Reporting Person Date

/s/ David M. Khani, EVP and CFO of CONSOL Energy Inc. 09/24/2014
 **Signature of Reporting Person Date

/s/ Kenneth M. Fisher, EVP and CFO of Noble Energy, Inc. 09/24/2014
 **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).
- This Form 3 is filed jointly by (1) CONE Gathering LLC, a Delaware limited liability company ("CONE") and owner of all the membership interests of CONE Midstream GP LLC, a Delaware limited liability company and the general partner of the Issuer ("General Partner"), (2) CONSOL Energy Inc., a Delaware corporation and a 50% owner of CONE ("CONSOL") and (3) Noble Energy, Inc., a Delaware corporation and a 50% owner of CONE ("Noble"), in connection with the effectiveness of the Issuer's Registration Statement on Form S-1 (Registration No. 333 198352) (the "Registration Statement"). CONSOL and Noble own 50% membership interests of CONE and are deemed to indirectly beneficially own the securities held by CONE, but disclaim beneficial ownership except to the extent of their respective 50% pecuniary interests therein.
- (1) As of the effectiveness of the Registration Statement, CONE owns a 98% limited partner interest in the Issuer and the general partner owns the 2% general partner interest in the Issuer.
 - (2) As described in Registration Statement, as of the closing of the Issuer's initial public offering (the "IPO"), CONE will hold 11,663,121 common units, representing approximately 40% of the outstanding common units of the Issuer, and 29,163,121 subordinated units, representing 100% of the outstanding subordinated units of the Issuer, for an approximate combined percentage of 70% of the aggregate

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outstanding common units and subordinated units of the Issuer (assuming the underwriters do not exercise their option to purchase additional common units). CONSOL and Noble accordingly each will be deemed to indirectly beneficially own 5,831,560 common units (approximately 20% of the outstanding common units) and 14,581,560 subordinated units (50% of the outstanding subordinated units). CONTINUED IN FOOTNOTE 4.

- CONTINUED FROM FOOTNOTE 3. If the underwriters exercise in full their option, CONE will hold 9,038,120 common units and
- (4) 29,163,121 subordinated units, and CONSOL and Noble accordingly will each be deemed to indirectly beneficially own 4,519,060 and 14,581,560 subordinated units in this event.
 - (5) Each subordinated unit will convert into one common unit at the end of the subordination period, as described in the Registration Statement.

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.