

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

**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 <sup>(1)</sup>   | 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 <sup>(2)</sup>  | 0  | D   |
| Common Stock                    | 11/13/2017                           |  | A                              | 5,372   | A \$ 0 <sup>(1)</sup>   | 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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Common Stock     11/13/2017     D     197,581     D     (2)     0     I     By spouse

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

SEC 1474  
(9-02)  
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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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu...<br>Deriv...<br>Secur...<br>Bene...<br>Own...<br>Follo...<br>Repo...<br>Trans...<br>(Instr.) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| Rice Toby Z.<br>2200 RICE DRIVE<br>CANONSBURG, PA 15317 | X             |           | See Remarks |       |

## Signatures

|   |            |
|---|------------|
| /s/ Toby Z. Rice, by William E. Jordan,<br>Attorney-in-Fact | 11/13/2017 |
| **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) On November 13, 2017, pursuant to the Agreement and Plan of Merger dated as of June 19, 2017 (the "Merger Agreement"), by and among Rice Energy Inc. (the "Company"), EQT Corporation ("EQT") and Eagle Merger Sub I, Inc. ("Merger Sub"), Merger Sub merged with and into the Company (the "Merger"), with the Company continuing as the surviving entity and as a wholly owned indirect subsidiary of EQT. Pursuant to the Merger Agreement, immediately prior to the effective time of the Merger (the "Effective Time"), the outstanding awards of performance stock units (each, a "Company PSU") granted pursuant to the Company's 2014 Long-Term Incentive Plan (the "LTIP") became vested as of immediately prior to the Effective Time, and performance conditions in respect of such awards

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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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