

Rice Energy Inc.  
Form 4  
January 30, 2014

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2015  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rice Daniel

(Last) (First) (Middle)

171 HILLPOINTE DRIVE, SUITE  
301

(Street)

CANONSBURG, PA 15317

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Rice Energy Inc. [RICE]

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

01/29/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>stock                       | 01/29/2014                              |                                                             | J <sup>(1)</sup>                     | 2,356,844                                                               | A <u>1</u>                                                                                                         | 2,356,844                                                               | D                                                                 |
| Common<br>stock                       | 01/29/2014                              |                                                             | J <sup>(2)</sup>                     | 20,000,000                                                              | A <u>1</u>                                                                                                         | 20,000,000                                                              | I                                                                 |

By Rice  
Energy  
Family  
Holdings,  
LP <sup>(3)</sup>

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control**

SEC 1474  
(9-02)

number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships |           |         |       |
|------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                        | Director      | 10% Owner | Officer | Other |
| Rice Daniel<br>171 HILLPOINTE DRIVE, SUITE 301<br>CANONSBURG, PA 15317 | X             | X         |         |       |

## Signatures

/s/ Daniel J. Rice III, by William E. Jordan,  
Attorney-in-Fact

01/30/2014

\_\_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 ("IPO") of Rice Energy Inc. (the "Issuer"), and pursuant to the Master Reorganization Agreement, dated as of January 23, 2014, by and among the Issuer, the Reporting Person, Rice Energy Family Holdings, LP, NGP RE Holdings, L.L.C., NGP RE Holdings II, L.L.C., Rice Drilling B LLC, Rice Merger LLC, Rice Energy Appalachia, LLC ("REA"), each of the persons holding incentive units representing interests in REA, Rice Energy Holdings LLC and NGP Rice Holdings LLC (the "Master Reorganization Agreement"), the Reporting Person contributed his interest in REA to the Issuer in exchange for 2,356,844 shares of the Issuer's common stock.
- (2) In connection with the IPO of the issuer, and pursuant to the Master Reorganization Agreement, Rice Energy Family Holdings, LP contributed its interest in REA to the Issuer in exchange for 20,000,000 shares of the Issuer's common stock.
- (3) Rice Energy Family Holdings, LP is the sole member of Rice Energy Holdings LLC. Rice Energy Management LLC is the general partner of Rice Energy Family Holdings, LP. Rice Energy Management LLC is controlled by a board of managers, consisting solely of Daniel J. Rice III. By virtue of his relationship with Rice Energy Family Holdings, LP, Daniel J. Rice III is deemed to have an indirect beneficial interest in the shares of common stock held by Rice Energy Family Holdings, LP. Daniel J. Rice III disclaims beneficial ownership of any interests in the Issuer in excess of his indirect pecuniary interest therein. This report shall not be deemed an admission that the Reporting Person is the beneficial owner of such interests for purposes of Section 16 or for any other purpose.

## Edgar Filing: Rice Energy Inc. - Form 4

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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