

MCCARTNEY JOHN
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 *
MCCARTNEY JOHN

(Last) (First) (Middle)
2200 RICE DRIVE
(Street)

CANONSBURG, PA 15317

(City) (State) (Zip)

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

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

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 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/13/2017		D	V	8,483	D	
					<u>(1)</u> <u>(2)</u>		19,697
Common Stock	11/13/2017		D		19,697	D	
					<u>(1)</u> <u>(3)</u>		0

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

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(9-02)

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

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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 Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCARTNEY JOHN 2200 RICE DRIVE CANONSBURG, PA 15317	X			

Signatures

/s/ John McCartney, by William E. Jordan, 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.
- (2) Pursuant to the Merger Agreement, at the effective time of the Merger (the "Effective Time"), any outstanding award of restricted stock units of Company common stock (each, a "Company RSU") granted pursuant to the Company's 2014 Long-Term Incentive Plan (the "LTIP") was assumed by EQT and was converted into an award of restricted stock units of EQT common stock (each, an "EQT RSU") with respect to a number of whole shares of EQT common stock (rounded to the nearest whole share) equal to the product obtained by multiplying (i) the number of shares of Company common stock subject to such Company RSU as of immediately prior to the Effective Time by (ii) sum of (a) 0.37 and (b) the quotient of (i) the \$5.30 divided by (ii) the average of the closing sale prices of EQT common stock on the New York Stock Exchange as reported by The Wall Street Journal for each of the five consecutive trading days ending on (and including) the last complete trading day immediately prior to the Effective Time.
- (3) 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.

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.