

Rice Energy Inc.  
Form SC 13D/A  
October 10, 2017

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 13)\***

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO §**

**240.13d-1(a) AND**

**AMENDMENTS THERETO FILED PURSUANT TO 240.13d-2(a)**

**Rice Energy Inc.**

**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**762760106**

**(CUSIP Number)**

**Daniel J. Rice IV**

**2200 Rice Drive, Canonsburg, Pennsylvania 15317**

**Tel: (724) 271-7200**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**September 28, 2017**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note.** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the *Act*) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON

Rice Energy Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a): (b):  
SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES

-0-

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH

35,331,330 (see items 3, 4 and 5)\*

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

1,888,619

WITH

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,331,330 (see items 3, 4 and 5)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.5%\*\*

14 TYPE OF REPORTING PERSON

OO (Limited Liability Company)

\* As described in Items 4 and 5, Rice Energy Holdings LLC, Rice Energy 2016 Irrevocable Trust and Andrew L. Share may be deemed to beneficially own 31,688,619 shares of Common Stock pursuant to the Stockholders Agreement (as defined in Amendment No. 11 to the Schedule 13D). The Reporting Persons may be deemed to have shared voting power with respect to 35,331,330 shares of Common Stock pursuant to the Voting Agreement (as defined herein).

\*\* The calculation is based on 227,957,481 shares of Common Stock, which are the number of shares of Common Stock outstanding as of September 21, 2017.

1 NAME OF REPORTING PERSON

Rice Energy 2016 Irrevocable Trust\*

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a): (b):  
3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New Hampshire

7 SOLE VOTING POWER

NUMBER OF

SHARES

-0-

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH

35,331,330 (see items 3, 4 and 5)\*\*

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

29,800,000

WITH

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 35,331,330 (see items 3, 4 and 5)  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 15.5%\*\*\*  
TYPE OF REPORTING PERSON

OO (Trust)

\* Andrew L. Share is the trustee of Rice Energy 2016 Irrevocable Trust.

\*\* As described in Items 4 and 5, Rice Energy Holdings LLC, Rice Energy 2016 Irrevocable Trust and Andrew L. Share may be deemed to beneficially own 31,688,619 shares of Common Stock pursuant to the Stockholders Agreement. The Reporting Persons may be deemed to have shared voting power with respect to 35,331,330 shares of Common Stock pursuant to the Voting Agreement.

\*\*\* The calculation is based on 227,957,481 shares of Common Stock, which are the number of shares of Common Stock outstanding as of September 21, 2017.

1 NAME OF REPORTING PERSON

Andrew L. Share

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a): (b):  
SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

NUMBER OF

SHARES

-0-

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH

35,331,330 (see items 3, 4 and 5)\*

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

29,800,000

WITH

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,331,330 (see items 3, 4 and 5)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.5%\*\*

14 TYPE OF REPORTING PERSON

OO (Trust)

\* As described in Items 4 and 5, Rice Energy Holdings LLC, Rice Energy 2016 Irrevocable Trust and Andrew L. Share may be deemed to beneficially own 31,688,619 shares of Common Stock pursuant to the Stockholders Agreement. The Reporting Persons may be deemed to have shared voting power with respect to 35,331,330 shares of Common Stock pursuant to the Voting Agreement.

\*\* The calculation is based on 227,957,481 shares of Common Stock, which are the number of shares of Common Stock outstanding as of September 21, 2017.

1 NAME OF REPORTING PERSON

Daniel J. Rice III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a): (b):  
SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

NUMBER OF

SHARES

-0-

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH

35,331,330 (see items 3, 4 and 5)\*

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

2,556,844

WITH

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,331,330 (see items 3, 4 and 5)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.5%\*\*

14 TYPE OF REPORTING PERSON

IN

\* As described in Item 4, Rice Energy Holdings LLC, Rice Energy 2016 Irrevocable Trust and Andrew L. Share may be deemed to beneficially own 31,688,619 shares of Common Stock pursuant to the Stockholders Agreement (as defined in Amendment No. 11 to the Schedule 13D). The Reporting Persons may be deemed to have shared voting power with respect to 35,331,330 shares of Common Stock pursuant to the Voting Agreement (as defined herein).

\*\* The calculation is based on 227,957,481 shares of Common Stock, which are the number of shares of Common Stock outstanding as of September 21, 2017.

1 NAME OF REPORTING PERSON

Daniel J. Rice IV

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a): (b):  
SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

NUMBER OF

SHARES

-0-

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH

35,331,330 (see items 3, 4 and 5)\*

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

399,921

WITH

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,331,330 (see items 3, 4 and 5)  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.5%\*\*  
14 TYPE OF REPORTING PERSON

IN

\* The Reporting Persons may be deemed to have shared voting power with respect to 35,331,330 shares of Common Stock pursuant to the Voting Agreement (as defined herein).

\*\* The calculation is based on 227,957,481 shares of Common Stock, which are the number of shares of Common Stock outstanding as of September 21, 2017.

1 NAME OF REPORTING PERSON

Derek A. Rice

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a): (b):  
SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

NUMBER OF

SHARES

-0-

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH

35,331,330 (see items 3, 4 and 5)\*

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

399,921

WITH

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,331,330 (see items 3, 4 and 5)  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.5%\*\*  
14 TYPE OF REPORTING PERSON

IN

\* The Reporting Persons may be deemed to have shared voting power with respect to 35,331,330 shares of Common Stock pursuant to the Voting Agreement (as defined herein).

\*\* The calculation is based on 227,957,481 shares of Common Stock, which are the number of shares of Common Stock outstanding as of September 21, 2017.

1 NAME OF REPORTING PERSON

Toby Z. Rice

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a): (b):  
SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

NUMBER OF

SHARES

-0-

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

35,331,330 (see items 3, 4 and 5)\*

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

286,025

WITH

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,331,330 (see items 3, 4 and 5)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.5%\*\*

14 TYPE OF REPORTING PERSON

IN

\* The Reporting Persons may be deemed to have shared voting power with respect to 35,331,330 shares of Common Stock pursuant to the Voting Agreement (as defined herein).

\*\* The calculation is based on 227,957,481 shares of Common Stock, which are the number of shares of Common Stock outstanding as of September 21, 2017.

This Amendment No. 13 ( **Amendment No. 13** ) to the Schedule 13D (as defined herein) amends and supplements the Schedule 13D originally filed with the SEC in respect of Rice Energy Inc., a Delaware corporation (the **Issuer** ) by Rice Holdings (as defined herein) and others on February 10, 2014, as amended by Amendment No. 1 to the Schedule 13D filed with the SEC by Rice Holdings and others on August 21, 2014, by Amendment No. 2 to the Schedule 13D filed with the SEC by Rice Holdings, Rice Energy Irrevocable Trust (the **Prior Trust** ), Kathleen L. Peto and Jay D. Rosenbaum (the **Former Trustees** ), and others on November 26, 2014, by Amendment No. 3 to the Schedule 13D filed with the SEC by Rice Holdings, the Prior Trust, the Former Trustees, and others on January 14, 2015, by Amendment No. 4 to the Schedule 13D filed with the SEC by Rice Holdings, the Prior Trust, the Former Trustees, and others on May 22, 2015, by Amendment No. 5 to the Schedule 13D filed with the SEC by Rice Holdings, the Prior Trust, the Former Trustees, and others on June 18, 2015, by Amendment No. 6 to the Schedule 13D filed with the SEC by Rice Holdings, the Prior Trust, the Former Trustees, and others on December 21, 2015, by Amendment No. 7 to the Schedule 13D filed with the SEC by Rice Holdings, the Prior Trust, the Former Trustees, and others on January 7, 2016, by Amendment No. 8 to the Schedule 13D filed with the SEC by Rice Holdings, the Prior Trust, the Former Trustees, and others on March 25, 2016, by Amendment No. 9 to the Schedule 13D filed with the SEC by Rice Holdings, the Prior Trust, the Former Trustees, and others on April 27, 2016, by Amendment No. 10 to Schedule 13D filed with the SEC by Rice Holdings and others on October 7, 2016, by Amendment No. 11 to Schedule 13D filed with the SEC by Rice Holdings, Rice Energy 2016 Irrevocable Trust and Andrew L. Share (the **Stockholders Agreement Group** ) on December 30, 2016, and by Amendment No. 12 to Schedule 13D filed with the SEC by the Stockholders Agreement Group, Daniel J. Rice III, Daniel J. Rice IV, Derek A. Rice and Toby Z. Rice relating to the common stock, par value \$0.01 per share (the **Common Stock** ), of the Issuer. Capitalized terms used herein but not defined herein shall have the meaning ascribed to them in the Schedule 13D. This Amendment No. 13 amends and supplements the Schedule 13D as specifically set forth herein.

**Item 1. Security and Issuer**

This Amendment No. 13 relates to the Common Stock of the Issuer. The principal executive offices of the Issuer are located at 2200 Rice Drive, Canonsburg, Pennsylvania 15317.

**Item 2. Identity and Background**

This Item 2 shall be deemed to amend and restate Item 2 in its entirety.

The information set forth in or incorporated by reference in Item 4 and Schedule I of this Amendment No. 13 is incorporated by reference in its entirety into this Item 2. Rice Holdings, Rice Energy 2016 Irrevocable Trust, Andrew L. Share, Daniel J. Rice III, Daniel J. Rice IV, Derek A. Rice, and Toby Z. Rice are collectively referred to as the **Reporting Persons** .

(a),(f) This Amendment No. 13 is being filed jointly by each of the following persons:

- (i) Rice Energy Holdings LLC, a Delaware limited liability company ( **Rice Holdings** );
- (ii) Rice Energy 2016 Irrevocable Trust, a New Hampshire trust ( **Rice Energy 2016 Irrevocable Trust** );
- (iii) Andrew L. Share, the trustee of Rice Energy 2016 Irrevocable Trust;
- (iv) Daniel J Rice III;
- (v) Daniel J Rice IV;

(vi) Derek A. Rice; and

(vii) Toby Z. Rice.

The Reporting Persons have entered into a Joint Filing Agreement, dated as of June 21, 2017, a copy of which is attached hereto as Exhibit 3.

(b) The address of the principal office of Rice Holdings is 2200 Rice Drive, Canonsburg, Pennsylvania 15317. The address of Rice Energy 2016 Irrevocable Trust and of Andrew L. Share is % Nixon Peabody LLP, 900 Elm Street, Manchester, New Hampshire 03101. The address of Daniel J. Rice III is 14623 Halter Road, Wellington, Florida 33414. The address of Daniel J. Rice IV, Derek A. Rice and Toby Z. Rice is 2200 Rice Drive, Canonsburg, Pennsylvania 15317.

(c) The name, residence or business address, present principal occupation or employment and citizenship of each director, executive officer, trustees, general partner, managing member, control person, individual, and member of the Voting Agreement Group (as defined herein), as applicable, of each of the Reporting Persons are listed on Schedule I hereto.

(i) Rice Holdings principal business is to hold shares of Common Stock; and

(ii) The principal business of Rice Energy 2016 Irrevocable Trust is as a trust for the benefit of the children and descendants of Daniel J. Rice III, a member of the Issuer's board of directors, and his wife, Kathleen L. Peto.

(d) During the last five years, none of the Reporting Persons or the persons named in Schedule I has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).

(e) During the last five years, none of the Reporting Persons or the persons named in Schedule I was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding has been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, U.S. federal or state securities laws or finding any violations with respect to such laws.

**Item 3. Source and Amount of Funds or Other Consideration**

Not applicable.

**Item 4. Purpose of Transaction**

This Item 4 shall be deemed to amend and restate Item 4 in its entirety:

In connection with the consummation of the Issuer's initial public offering on January 29, 2014, Rice Holdings entered into a stockholders' agreement (as amended on August 8, 2014, the *Stockholders Agreement*) with the Issuer, Rice Energy Family Holdings, LP ( *Rice Partners* ), NGP Holdings LLC ( *NGP Holdings* ) and Alpha Natural Resources, Inc. ( *Alpha* ). Pursuant to the Stockholders' Agreement, each of Rice Holdings, NGP Holdings and Alpha had the right to designate a certain number of nominees to the Issuer's board of directors, subject to the limitations and conditions set forth therein, including the ownership of a specified percentage of the outstanding shares of Common Stock. The Stockholders' Agreement also requires the stockholders party thereto to take all necessary actions, including voting their shares of Common Stock, to cause the election of the nominees designated pursuant thereto. All rights and obligations of each party to the Stockholders' Agreement terminated or will terminate at such time as such party no longer beneficially owns any shares of Common Stock of the Issuer. As of the date of this filing, only Rice Holdings and the Rice Energy 2016 Irrevocable Trust (as successor in interest to Rice Partners) remain subject to the Stockholders' Agreement and only Rice Holdings has the right to designate nominees to the Issuer's board of directors. As a result of the voting provisions of the Stockholders' Agreement, the members of the Stockholders' Agreement Group may be deemed to be members of a group for the purposes of Section 13(d)(3) of the Securities Exchange Act

of 1934, as amended (the *Exchange Act* ), and may be deemed to beneficially own the shares of Common Stock beneficially owned by each member of the Stockholders Agreement Group.

On June 19, 2017, the Issuer entered into an Agreement and Plan of Merger (the *Merger Agreement* ) with EQT Corporation, a Pennsylvania corporation ( *EQT* ), and Eagle Merger Sub I, Inc., a Delaware corporation and indirect wholly owned subsidiary of EQT ( *Merger Sub* ), pursuant to which, subject to the satisfaction or waiver of the conditions set forth therein, EQT will acquire the Issuer in exchange for a combination of shares of EQT common stock, par value \$0.01 per share ( *EQT Common Stock* ) and cash. The Merger Agreement provides that, upon the terms and subject to the conditions set forth therein, Merger Sub will be merged with and into the Issuer, with the Issuer continuing as the surviving entity and an indirect wholly owned subsidiary of EQT (the *Merger* ). Under the terms of the Merger Agreement, each share of Common Stock issued and outstanding immediately prior to the Merger will be converted into the right to receive from EQT (a) 0.37 of a share of EQT Common Stock and (b) \$5.30 in cash, without interest.

A copy of the Merger Agreement is attached hereto as Exhibit 1 and is incorporated herein by reference. The foregoing description of the Merger Agreement is only a summary, does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement.

Concurrent with and as a condition to EQT entering into the Merger Agreement, EQT and Rice Energy 2016 Irrevocable Trust, Rice Holdings, Daniel J. Rice III, Daniel J. Rice IV, Derek A. Rice and Toby Z. Rice (collectively, the **Key Rice Stockholders** ) entered into a Voting and Support Agreement (the **Voting Agreement** ) with EQT, dated June 19, 2017, with respect to the Merger Agreement. The Voting Agreement restricts the Key Rice Stockholders from selling Common Stock owned by such Key Rice Stockholders until the earlier of the termination of the Merger Agreement or the consummation of the Merger. The Voting Agreement generally requires that each of the Key Rice Stockholders vote or cause to be voted all Common Stock owned by such Key Rice Stockholder in favor of the Merger Agreement and against alternative transactions. The Voting Agreement generally prohibits the Key Rice Stockholders from soliciting alternative acquisition proposals. The Voting Agreement will terminate upon the earliest to occur of the effective time of the Merger or the termination of the Merger Agreement pursuant to and in compliance with its terms.

A copy of the Voting Agreement is attached hereto as Exhibit 2 and is incorporated herein by reference. The foregoing description of the Voting Agreement is only a summary, does not purport to be complete and is qualified in its entirety by reference to the full text of the Voting Agreement.

As a result of having entered into the Voting Agreement, each of the Key Rice Stockholders may be deemed a group (the **Voting Agreement Group** ) for the purposes of Section 13(d)(3) of the Exchange Act. Daniel J. Rice III, Daniel J. Rice IV, Derek A. Rice and Toby Z. Rice expressly disclaim membership in the Stockholders Agreement Group.

On September 28, 2017, Rice Holdings made a distribution pursuant to its Amended and Restated Limited Liability Company Agreement, dated as of January 29, 2014, as amended to certain of its members. As a result of the distribution, 2,118,422 shares of Common Stock of the Issuer beneficially owned by Rice Holdings were distributed to certain members of Rice Holdings.

Except as set forth in this Item 4, none of the Reporting Persons has any present plans or proposals which relate to or would result in any of the matters set forth in paragraphs (a) through (j) of Item 4 of Schedule 13D.

**Item 5. Interest in Securities of the Issuer**

Item 5 of the Schedule 13D shall be deemed to amend and restate Item 5 in its entirety:

The information contained in rows 7, 8, 9, 10, 11 and 13 on the cover pages of this Amendment No. 13 and in Item 4 of this Schedule 13D is hereby incorporated by reference.

(a)-(b) The following disclosure assumes that there are a total of 227,957,481 shares of Common Stock of the Issuer outstanding, based on Amendment No. 2 to the joint proxy statement/prospectus on Form S-4 filed by EQT Corporation on September 29, 2017.

Pursuant to Rule 13d-3 of the Act, the Reporting Persons may be deemed to beneficially own 35,331,330 shares of Common Stock of the Issuer, which constitute approximately 15.5% of the outstanding Common Stock of the Issuer.

Except as set forth or incorporated by reference in this Item 5 or Schedule I, none of the persons named in Item 2 or Schedule I beneficially owns shares of Common Stock of the Issuer.



(c) Except as set forth or incorporated by reference in this Item 5, none of the Reporting Persons or the persons named in Schedule I has effected any transaction in shares of the Issuer's Common Stock during the past 60 days.

(d) To the Reporting Persons' knowledge, no person other than the Reporting Persons or the persons named in Schedule I has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the respective securities beneficially owned by such persons.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 of the Schedule 13D is hereby amended by inserting the following:

The information set forth or incorporated in Items 4 and 5 is hereby incorporated herein by reference.

**Item 7. Material to Be Filed as Exhibits**

1. Agreement and Plan of Merger, dated as of June 19, 2017, by and among EQT Corporation, Merger Sub I, Inc. and Rice Energy Inc. (incorporated by reference to Exhibit 2.1 to the Issuer's Current Report on Form 8-K filed on June 19, 2017)
2. Voting and Support Agreement, dated as of June 19, 2017, by and among EQT Corporation and Rice Energy 2016 Irrevocable Trust, Rice Energy Holdings LLC, Daniel J. Rice III, Daniel J. Rice IV, Derek A. Rice and Toby Z. Rice (incorporated by reference to Exhibit 99.1 to the Issuer's Current Report on Form 8-K filed on June 19, 2017)
3. First Amendment to Voting and Support Agreement, dated as of October 9, 2017, by and among EQT Corporation and Rice Energy 2016 Irrevocable Trust, Rice Energy Holdings LLC, Daniel J. Rice III, Daniel J. Rice IV, Derek A. Rice and Toby Z. Rice (filed herewith)
4. Joint Filing Agreement among Rice Holdings, Rice Energy 2016 Irrevocable Trust, Andrew L. Share, Daniel J. Rice III, Daniel J. Rice IV, Derek A. Rice and Toby Z. Rice regarding filing of Schedule 13D, dated June 21, 2017 (incorporated by reference to Exhibit 3 to the Reporting Persons' Schedule 13D/A filed June 21, 2017)

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 10, 2017

RICE ENERGY HOLDINGS LLC

/s/ Daniel J. Rice IV  
Name: Daniel J. Rice IV  
Title: Manager

RICE ENERGY 2016 IRREVOCABLE  
TRUST

/s/ Andrew L. Share  
Name: Andrew L. Share  
Title: Trustee

/s/ Andrew L. Share  
Andrew L. Share

/s/ Daniel J. Rice III  
Daniel J. Rice III

/s/ Daniel J. Rice IV  
Daniel J. Rice IV

/s/ Derek A. Rice  
Derek A. Rice

/s/ Toby Z. Rice  
Toby Z. Rice

**SCHEDULE I**

This Schedule I shall be deemed to amend and restate Schedule I in its entirety:

The name, principal occupation or employment, business address and shares of Common Stock of the Issuer beneficially owned of each of the executive officers and directors of Rice Energy Holdings LLC, Rice Energy Irrevocable Trust, and Rice Energy 2016 Irrevocable Trust are set forth below. The present principal occupation or employment of each of the executive officers and directors of Rice Energy Holdings LLC, Rice Energy Irrevocable Trust, and Rice Energy 2016 Irrevocable Trust are also set forth below (outside of similar positions held with respect to other entities directly or indirectly managed or advised by the Issuer and Rice Holdings).

The business address, principal occupation or employment, and shares of Common Stock of the Issuer beneficially owned as set forth below additionally reflect such information for these persons and entities in their capacity as individuals and as members of the Voting Agreement Group.

**RICE ENERGY HOLDINGS LLC**

<b>Name</b>	<b>Present Principal Occupation or Employment</b>	<b>Business Address</b>	<b>Citizenship</b>	<b>Beneficial Ownership of Shares</b>
Daniel J. Rice IV	Manager, Chief Executive Officer of the Issuer	(1)	United States	399,921
Toby Z. Rice	Manager, President and Chief Operating Officer of the Issuer	(1)	United States	286,025*
Derek A. Rice	Executive Vice President of Exploration & Geology of the Issuer	(1)	United States	399,921
Grayson T. Lisenby	Senior Vice President and Chief Financial Officer of the Issuer	(1)	United States	470,450
James W. Rogers	Senior Vice President, Chief Accounting & Administrative Officer, Treasurer of the Issuer	(1)	United States	256,906
William E. Jordan	Senior Vice President, General Counsel and Corporate Secretary of the Issuer	(1)	United States	110,501
Daniel J. Rice III	Portfolio Manager, GRT Capital Partners, LLC	(2)	United States	2,556,844

\* Does not include 197,927 shares of Common Stock beneficially owned by Toby Z. Rice's spouse. Mr. Rice disclaims beneficial ownership of such shares.

(1) 2200 Rice Drive, Canonsburg, Pennsylvania 15317.

(2) 14623 Halter Road, Wellington, Florida 33414.

The name, principal occupation or employment, and business address of each of the Trustees of Rice Energy Irrevocable Trust are set forth below.

The name, principal occupation or employment, and business address of the Trustee of Rice Energy 2016 Irrevocable Trust are set forth below.

**RICE ENERGY 2016 IRREVOCABLE TRUST**

<b>Name</b>	<b>Present Principal Occupation or Employment</b>	<b>Business Address</b>	<b>Citizenship</b>
Andrew L. Share	Partner, Nixon Peabody LLP	c/o Nixon Peabody LLP  100 Elm Street,  Manchester, NH 03101	United States

**SCHEDULE II**

**TRANSACTIONS OF THE REPORTING PERSONS EFFECTED DURING THE PAST 60 DAYS**

None.

**Index to Exhibits**

1. Agreement and Plan of Merger, dated as of June 19, 2017, by and among EQT Corporation, Merger Sub I, Inc. and Rice Energy Inc. (incorporated by reference to Exhibit 2.1 to the Issuer's Current Report on Form 8-K filed on June 19, 2017)
2. Voting and Support Agreement, dated as of June 19, 2017, by and among EQT Corporation and Rice Energy 2016 Irrevocable Trust, Rice Energy Holdings LLC, Daniel J. Rice III, Daniel J. Rice IV, Derek A. Rice and Toby Z. Rice (incorporated by reference to Exhibit 99.1 to the Issuer's Current Report on Form 8-K filed on June 19, 2017)
3. First Amendment to Voting and Support Agreement, dated as of October 9, 2017, by and among EQT Corporation and Rice Energy 2016 Irrevocable Trust, Rice Energy Holdings LLC, Daniel J. Rice III, Daniel J. Rice IV, Derek A. Rice and Toby Z. Rice (filed herewith)
4. Joint Filing Agreement among Rice Holdings, Rice Energy 2016 Irrevocable Trust, Andrew L. Share, Daniel J. Rice III, Daniel J. Rice IV, Derek A. Rice and Toby Z. Rice regarding filing of Schedule 13D, dated June 21, 2017 (incorporated by reference to Exhibit 3 to the Reporting Persons' Schedule 13D/A filed June 21, 2017)