

Rice Energy Inc.
Form 4
January 30, 2014

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 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 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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common stock | 01/29/2014 | | J ⁽¹⁾ | | 2,356,844 | A | Ⓛ | 2,356,844 | D | |
| Common stock | 01/29/2014 | | J ⁽²⁾ | | 20,000,000 | A | Ⓛ | 20,000,000 | I | By Rice Energy Family Holdings, LP ⁽³⁾ |

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

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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. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 Daniel 171 HILLPOINTE DRIVE, SUITE 301 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.

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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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