LYTAL JAMES H Form 4 July 23, 2018

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

5 Relationship of Reporting Person(s) to

Form filed by More than One Reporting

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1 Name and Address of Reporting Person *

1(b).

LYTAL JAMES H			Symbol	Issuer			
			Rice Midstream Partners LP [RMP]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	, 11			
			(Month/Day/Year)	X Director 10% Owner			
625 LIBERTY 1700	AVENUE,	SUITE	07/23/2018	Officer (give title Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) X Form filed by One Reporting Person			

PITTSBURGH, PA 15222

Limited Partner Interests

(City)	(State) (Zi	p) Table I	- Non-Deriva	tive Securities Acc	quired, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acqu (A) or Disposed o (D) (Instr. 3, 4 and 5) (A) or Amount (D) I	of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Units Representing	07/23/2018		D(1)(2)	33,720 D \$	\$ 0 0	D	

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration	Title N			
					Exercisable	Date	Title Number of				
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

LYTAL JAMES H 625 LIBERTY AVENUE, SUITE 1700 X PITTSBURGH, PA 15222

Signatures

/s/ Tobin M. Nelson, Attorney-in-Fact for James H. Lytal

07/23/2018

**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).

On July 23, 2018, pursuant to the Agreement and Plan of Merger dated as of April 25, 2018 (the Merger Agreement), by and among EQT Midstream Partners, LP (EQM), EQT Midstream Services, LLC, EQM Acquisition Sub, LLC, a wholly owned subsidiary of EQM (Merger Sub), EQM GP Acquisition Sub, LLC, a wholly owned subsidiary of EQM (GP Merger Sub), Rice Midstream Partners LP

- (1) (RMP), Rice Midstream Management LLC, the general partner of RMP (RMP GP), and, solely for purposes of certain provisions therein, EQT Corporation, Merger Sub merged with and into RMP (the Merger), with RMP continuing as the surviving entity and as a wholly owned indirect subsidiary of EQM, and GP Merger Sub merged with and into RMP GP, with RMP GP continuing as the surviving entity and as a wholly owned indirect subsidiary of EQM.
 - Pursuant to the Merger Agreement, at the effective time of the Merger (the Effective Time), (i) each common unit representing limited partner interests in RMP (each an RMP common unit) issued and outstanding as of immediately prior to the Effective Time was
- (2) converted into the right to receive 0.3319 common units representing limited partner interests in EQM (the merger consideration) and (ii) each outstanding award of phantom units in respect of RMP common units fully vested and was converted into the right to receive the merger consideration, subject to applicable tax withholding, in respect of each RMP common unit subject thereto.

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.

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