Hildebrandt Stephanie C Form 4 July 23, 2018

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

obligations

may continue.

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

See Instruction 1(b).

Form 5

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Hildebrandt Stephanie C

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

Rice Midstream Partners LP [RMP]

(Check all applicable)

(First)

(Street)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 07/23/2018

_X__ Director 10% Owner Officer (give title Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

625 LIBERTY AVENUE, SUITE 1700

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

below)

PITTSBURGH, PA 15222

2.4021	Tuble 1 102 2011 unit o Securities inequired, 2 specied 0., 0. 2 circle unit, 0 miles					
tion Date 2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of	
y/Year) Execution Date, i	f Transaction	(A) or Disposed of	Securities	Ownership	Indirect	
any	Code	(D)	Beneficially	Form:	Beneficial	
(Month/Day/Year	r) (Instr. 8)	(Instr. 3, 4 and 5)	Owned	Direct (D)	Ownership	
			Following	or Indirect	(Instr. 4)	
		(A)	Reported	(I)		
			Transaction(s)	(Instr. 4)		
	Code V		(Instr. 3 and 4)			
	tion Date 2A. Deemed y/Year) Execution Date, i any	tion Date 2A. Deemed 3. y/Year) Execution Date, if Transaction any Code	tion Date 2A. Deemed 3. 4. Securities Acquired 2y/Year) Execution Date, if any Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or	tion Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of Securities any Code (D) Beneficially (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following Reported Transaction(s) (Instr. 3 and 4)	tion Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Securities Acquired any Code (D) Beneficially Form: (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Direct (D) Following or Indirect (A) Or Disposed of Beneficially Form: (A) Following Or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)	

 $D^{(1)(2)}$

Common Units

Representing 07/23/2018

27,442 D \$0 0

D

Limited Partner Interests

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	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Hildebrandt Stephanie C 625 LIBERTY AVENUE, SUITE 1700 X PITTSBURGH, PA 15222

Signatures

/s/ Tobin M. Nelson, Attorney-in-Fact for Stephanie C. Hildebrandt

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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