

EQT Corp
 Form 3
 October 30, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| EQT Corp | | (Month/Day/Year) | EQM Midstream Partners, LP [EQM] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 10/26/2018 | | |
| 625 LIBERTY AVENUE, SUITE 1700 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| PITTSBURGH, PA 15222 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Common Units representing limited partner interests | 37,245,455 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> | I | See Footnotes <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EQT Corp 625 LIBERTY AVENUE SUITE 1700 PITTSBURGH, PA 15222 | ^ | ^ X | ^ | ^ |
| Equitrans Midstream Corp 625 LIBERTY AVENUE SUITE 2000 PITTSBURGH, PA 15222 | ^ | ^ X | ^ | ^ |
| Equitrans Gathering Holdings, LLC 625 LIBERTY AVENUE, SUITE 2000 PITTSBURGH, PA 15222 | ^ | ^ X | ^ | ^ |
| Equitrans Midstream Holdings, LLC 625 LIBERTY AVENUE SUITE 2000 PITTSBURGH, PA 15222 | ^ | ^ X | ^ | ^ |
| EQGP Holdings, LP 625 LIBERTY AVENUE, SUITE 2000 PITTSBURGH, PA 15222 | ^ | ^ X | ^ | ^ |
| EQGP Services, LLC 625 LIBERTY AVENUE, SUITE 2000 PITTSBURGH, PA 15222 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---|------------|
| /s/ Robert J. McNally, Senior Vice President and Chief Financial Officer of EQT Corporation | 10/30/2018 |
| **Signature of Reporting Person | Date |
| /s/ Thomas F. Karam, President of Equitrans Gathering Holdings, LLC | 10/30/2018 |
| **Signature of Reporting Person | Date |
| /s/ Thomas F. Karam, President of Equitrans Midstream Holdings, LLC | 10/30/2018 |
| **Signature of Reporting Person | Date |
| /s/ Thomas F. Karam, President and Chief Executive Officer of Equitrans Midstream Corporation | 10/30/2018 |
| **Signature of Reporting Person | Date |
| /s/ Thomas F. Karam, President and Chief Executive Officer of EQGP Services, LLC, as general partner of EQGP Holdings, LP | 10/30/2018 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) This Form 3 with respect to ownership of common units (Common Units) representing limited partner interests in EQM Midstream Partners, LP (the Issuer) is jointly filed by (i) Equitrans Midstream Corporation, a Pennsylvania corporation (ETRN), (ii) Equitrans Midstream Holdings, LLC, a Delaware limited liability company (EMH), (iii) Equitrans Gathering Holdings, LLC, a Delaware limited liability company (Gathering Holdings); (iv) EQT Corporation, a Pennsylvania corporation (EQT); (v) EQGP Holdings, LP, a Delaware limited partnership (EQGP); and (vi) EQGP Services, LLC, a Delaware limited liability company (EQGP GP, and together with ETRN, EMH, Gathering Holdings, EQT and EQGP, the Reporting Persons).

(2) EQT, Gathering Holdings, EQGP and EQGP GP have previously jointly filed with certain other subsidiaries of EQT a Form 3 with respect to their direct and indirect beneficial ownership of Common Units. This Form 3 is being filed in connection with an internal reorganization conducted in connection with the proposed separation of ETRN from EQT, (i) effective as of October 22, 2018, (A) Rice Midstream GP Holdings LP (RMGH), a Delaware limited partnership and wholly owned indirect subsidiary of EQT, which was the record and beneficial owner of 9,544,530 Common Units, merged with and into EMH, and (sentence continues in next footnote)

(3) (continued from footnote 2) (B) Rice Midstream Holdings LLC, a Delaware limited liability company and wholly owned indirect subsidiary of EQT (RMH), which was the record and beneficial owner of 5,889,282 Common Units and sole member of the general partner of RMGH, merged with and into EQT RE, LLC, a Delaware limited liability company and wholly owned indirect subsidiary of EQT (EQT RE), and (ii) effective as of October 26, 2018 (A) EQT RE contributed 5,889,282 Common Units to EMH, (sentence continues in next footnote)

(4) (continued from footnote 3) (B) EQT RE distributed all of the outstanding membership interests of EMH to EQT Production Company, a Pennsylvania corporation and wholly owned indirect subsidiary of EQT (EPC), (C) EPC contributed all of the outstanding membership interests of Gathering Holdings to ETRN, (D) EPC distributed all of the outstanding membership interests in EMH and all of the outstanding shares of common stock of ETRN to EQT Investments Holdings, LLC, a Delaware limited liability company and wholly owned subsidiary of EQT (Investments Holdings), (E) Investments Holdings distributed all of the outstanding membership interests in EMH and all of the outstanding shares of common stock of ETRN to EQT, and (F) EQT contributed all of the outstanding membership interests in EMH to ETRN. Gathering Holdings is the sole member of EQGP GP, the general partner of EQGP. (sentence continues in next footnote)

(5) (continued from footnote 4) EQGP is the record and beneficial owner of 21,811,643 Common Units. This internal reorganization did not involve any purchase or sale of securities of the Issuer and resulted in ETRN and EMH becoming beneficial owners of more than 10% of the issued and outstanding Common Units.

(6) EQGP is a limited partner of the Issuer and owns approximately 18.1% of the outstanding Common Units. EQGP GP is the general partner of EQGP and owns the entire non-economic general partner interest in EQGP. Gathering Holdings is a limited partner of EQGP with an approximate 79.2% limited partner interest in EQGP, is the sole member of EQGP GP, and is the sole stockholder of EQM GP Corporation, a Delaware corporation and limited partner of EQGP holding an approximate 0.1% limited partner interest in EQGP. EMH is a limited partner of the Issuer and owns approximately 12.8% of the outstanding Common Units. ETRN is the sole member of Gathering Holdings and EMH. EQT is a publicly traded company and the sole shareholder of ETRN. Gathering Holdings and EMH are manager-managed limited liability companies with boards of managers. ETRN and EQT are corporations with boards of directors. EQGP GP is a manager-managed limited liability company with a board of directors.

(7) As of October 26, 2018, the number of Common Units issued and outstanding was approximately 120,457,148. The following is a summary of the beneficial ownership of Common Units of each Reporting Person: (a) EQGP is the record and beneficial owner of 21,811,643 Common Units, which represent approximately 18.1% of the outstanding Common Units; (b) EMH is the record and beneficial owner of 15,433,812 Common Units, which represent approximately 12.8% of the outstanding Common Units; (c) EQGP GP does not directly own any Common Units; however, as the general partner of EQGP, it may be deemed to beneficially own the 21,811,643 Common Units beneficially owned by EQGP, which represent approximately 18.1% of the outstanding Common Units; (sentence continues in next footnote)

(8) (continued from footnote 7) (d) Gathering Holdings does not directly own any Common Units; however, as the direct or indirect owner of approximately 79.3% of the limited partner interests in EQGP and the sole member of EQGP GP, it may be deemed to beneficially own the 21,811,643 Common Units beneficially owned by EQGP, which represent approximately 18.1% of the outstanding Common Units; (sentence continues in next footnote)

(9) (continued from footnote 8) (e) ETRN does not directly own any Common Units; however, as the sole member of Gathering Holdings and indirect owner of EQGP and EQGP GP and the sole member of EMH, it may be deemed to beneficially own the 21,811,643 Common Units beneficially owned by EQGP and the 15,433,812 Common Units beneficially owned by EMH, which in the aggregate

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represent approximately 30.9% of the outstanding Common Units; and (f) EQT does not directly own any Common Units; however, as the sole shareholder of ETRN and indirect owner of Gathering Holdings, EMH, EQGP and EQGP GP, it may be deemed to beneficially own the 21,811,643 Common Units beneficially owned by EQGP and the 15,433,812 Common Units beneficially owned by EMH, which in the aggregate represent approximately 30.9% of the outstanding Common Units.

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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