

EQT GP Holdings, LP
 Form 4
 May 15, 2015

FORM 4

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

OMB APPROVAL

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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 *
 EQT Corp

(Last) (First) (Middle)

625 LIBERTY AVENUE, SUITE 1700

(Street)

PITTSBURGH, PA 15222

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 EQT GP Holdings, LP [EQGP]

3. Date of Earliest Transaction (Month/Day/Year)
 05/15/2015

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

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

___ Form filed by One Reporting Person
 ___X___ 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)
				(A) or (D) Price			
Common Units	05/15/2015		J ⁽¹⁾	266,165,000 A	\$ 266,165,000	I	FN ⁽¹⁾ ⁽²⁾
Common Units	05/15/2015		J ⁽³⁾	26,450,000 D	\$ 26,450,000	I	FN ⁽²⁾ ⁽³⁾

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

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SEC 1474 (9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
EQT Corp 625 LIBERTY AVENUE SUITE 1700 PITTSBURGH, PA 15222		X		
EQT Gathering Holdings, LLC 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222		X		
EQT Production Co 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222		X		
EQT Investments Holdings, LLC 101 CONVENTION CENTER DRIVE, SUITE 850 LAS VEGAS, NV 89109		X		

Signatures

/s/ Randall L. Crawford, President of EQT Gathering Holdings, LLC	05/15/2015
**Signature of Reporting Person	Date
/s/ Steven T. Schlotterbeck, President of EQT Production Company	05/15/2015
**Signature of Reporting Person	Date
/s/ Joshua C. Miller, Vice President of EQT Investments Holdings, LLC	05/15/2015
**Signature of Reporting Person	Date
/s/ Philip P. Conti, Senior Vice President & Chief Financial Officer of EQT Corporation	05/15/2015

__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) Pursuant to a recapitalization in connection with the initial public offering of the Issuer's common units, 99.9% of the outstanding limited partner interests of the Issuer were converted into 265,899,000 common units of the Issuer held by EQT Gathering Holdings, LLC (Gathering Holdings), and the remaining 0.1% of the outstanding limited partner interests of the Issuer were converted into 266,000 common units of the Issuer held by EQT GP Corporation.

(2) This Form 4 is being filed jointly by EQT Corporation (EQT), EQT Investments Holdings, LLC (Investments Holdings), EQT Production Company (EQT Production) and Gathering Holdings. The common units of the Issuer are owned directly by Gathering Holdings and EQT GP Corporation. Gathering Holdings is the sole stockholder of EQT GP Corporation. EQT Production directly owns 100% of the outstanding membership interests of Gathering Holdings. Investments Holdings is the sole stockholder of EQT Production. EQT directly owns 100% of the outstanding membership interests of Investments Holdings. EQT, Investments Holdings, EQT Production and Gathering Holdings may therefore be deemed to beneficially own securities of the Issuer owned directly by EQT GP Corporation and Gathering Holdings.

(3) On May 15, 2015, Gathering Holdings sold 26,450,000 common units of the Issuer to the public in connection with the initial public offering of the Issuer at a price of \$27.00 per common unit.

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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