

EQT Corp  
 Form 3  
 October 30, 2018

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

OMB APPROVAL

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**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 <b>and</b> Ticker or Trading Symbol	
EQT Corp		(Month/Day/Year)	EQGP Holdings, LP [EQGP]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		10/22/2018		
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	276,008,766 <sup>(1) (2) (3)</sup> <u>(4) (5)</u>	I	See Footnotes <sup>(6) (7) (8)</sup>

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)
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## 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	^	^

## 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

## 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 EQGP Holdings, 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), and (iv) EQT Corporation, a Pennsylvania corporation (EQT, and together with ETRN, EMH and Gathering Holdings, the Reporting Persons).

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- (2) EQT and Gathering Holdings have previously jointly filed with certain other subsidiaries of EQT a Form 3 with respect to EQT's and Gathering Holdings' direct and indirect beneficial ownership of 276,008,766 Common Units and 239,715,000 Common Units, respectively. This Form 3 is being filed in connection with an internal reorganization conducted in connection with the proposed separation of ETRN from EQT, pursuant to which (i) effective as of October 22, 2018, 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 36,293,766 Common Units, merged with and into EMH, and (sentence continues in next footnote)
- (3) (continued from footnote 2) (ii) effective as of October 26, 2018 (A) EQT RE, LLC, a Delaware limited liability company and wholly owned indirect subsidiary of EQT (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), (sentence continues in next footnote)
- (4) (continued from footnote 3) (B) EPC contributed to ETRN all of the outstanding membership interests of Gathering Holdings, which is the record and beneficial owner of 239,449,000 Common Units and, through its sole ownership of EQM GP Corporation, a Delaware corporation and limited partner of the Issuer (GP Corporation), the beneficial owner of an additional 266,000 Common Units held by GP Corporation, (C) 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), (sentence continues in next footnote)
- (5) (continued from footnote 4) (D) 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 (E) EQT contributed all of the outstanding membership interests in EMH to ETRN. The 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) Gathering Holdings is a limited partner of the Issuer and owns approximately 79.2% of the outstanding Common Units, is the sole member of EQGP Services, LLC, a Delaware limited liability company and the general partner of the Issuer (EQGP GP), and is the sole stockholder of GP Corporation which is a limited partner of the Issuer holding approximately 0.1% of the outstanding Common Units. EQGP GP is the general partner of the Issuer and owns the entire non-economic general partner interest in the Issuer. EMH is a limited partner of the Issuer and owns approximately 12.0% 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.
- (7) As of October 26, 2018, the number of Common Units issued and outstanding was approximately 302,458,766. The following is a summary of the beneficial ownership of Common Units of each Reporting Person: (a) Gathering Holdings is the record and beneficial owner of 239,449,000 Common Units, which represent approximately 79.2% of the outstanding Common Units, and, through its sole ownership of GP Corporation, Gathering Holdings beneficially owns an additional 266,000 Common Units, which represent approximately 0.1% of the outstanding Common Units; (b) EMH is the record and beneficial owner of 36,293,766 Common Units, which represent approximately 12.0% of the outstanding Common Units; (sentence continues in next footnote)
- (8) (continued from footnote 7) (c) 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 239,715,000 Common Units beneficially owned by Gathering Holdings and the 36,293,766 Common Units beneficially owned by EMH, which represent in the aggregate approximately 91.3% of the outstanding Common Units; and (d) EQT does not directly own any Common Units; however, as the sole shareholder of ETRN and indirect owner of Gathering Holdings, EQGP, EQGP GP and EMH, it may be deemed to beneficially own the 239,715,000 Common Units beneficially owned by Gathering Holdings and the 36,293,766 Common Units beneficially owned by EMH, which represent in the aggregate approximately 91.3% 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. 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.