

Equitrans Midstream Corp
Form 4
January 10, 2019

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
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Equitrans Midstream Corp

(Last) (First) (Middle)

625 LIBERTY AVENUE, SUITE
2000

(Street)

PITTSBURGH, PA 15222

(City) (State) (Zip)

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

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

01/10/2019

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units representing limited partner interests	01/10/2019		P		11,097,287 (1) (2)	A	\$ 20 302,470,474 I
							See footnotes (3) (4)

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

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information contained in this form are not
required to respond unless the form
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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 Repor 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
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/ Kirk R. Oliver, Senior Vice President and Chief Financial Officer of Equitrans Midstream Corporation	01/10/2019
__Signature of Reporting Person	Date
/s/ Kirk R. Oliver, Senior Vice President and Chief Financial Officer of Equitrans Gathering Holdings, LLC	01/10/2019
__Signature of Reporting Person	Date
/s/ Kirk R. Oliver, Senior Vice President and Chief Financial Officer of Equitrans Midstream Holdings, LLC	01/10/2019
__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).

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- (1) This Form 4 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), and (iii) Equitrans Gathering Holdings, LLC, a Delaware limited liability company (Gathering Holdings, and together with ETRN and EMH, the Reporting Persons).

- (2) Beneficial ownership of the Common Units reported herein was acquired by the Reporting Persons pursuant to the exercise of the limited call right provided for in Section 15.1(a) of the Second Amended and Restated Agreement of Limited Partnership of the Issuer, dated as of October 12, 2018 (the Limited Call Right), pursuant to which the Reporting Persons purchased all outstanding Common Units that the Reporting Persons did not otherwise own at a price per Common Unit equal to \$20.00. The Limited Call Right was completed on January 10, 2019. On January 10, 2019, immediately following the completion of the Limited Call Right, ETRN contributed the Common Units it acquired pursuant to the Limited Call Right to Gathering Holdings.

- (3) ETRN is the sole member of EMH and Gathering Holdings. Gathering Holdings is the sole stockholder of EQM GP Corporation, a Delaware corporation (GP Corporation). Gathering Holdings is the record and beneficial owner of 265,910,708 Common Units, which represent approximately 87.9% of the outstanding Common Units, and as the sole stockholder of GP Corporation, Gathering Holdings may be deemed to beneficially own an additional 266,000 Common Units, which represent approximately 0.1% of the outstanding Common Units, beneficially owned by GP Corporation. EMH is the record and beneficial owner of 36,293,766 Common Units, which represent approximately 12.0% of the outstanding Common Units.

- (4) As the sole member of EMH and Gathering Holdings, ETRN may be deemed to beneficially own the 36,293,766 Common Units beneficially owned by EMH and the 266,176,708 Common Units beneficially owned by Gathering Holdings, which in the aggregate represent 100.0% 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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