

EQT Production Co
 Form 4
 October 30, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 EQT Production Co

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 625 LIBERTY AVENUE, SUITE 1700,

3. Date of Earliest Transaction (Month/Day/Year)
 10/26/2018

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PITTSBURGH, PA 15222

(City) (State) (Zip)

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	10/26/2018		J(1)(2)(3)		276,008,766	D	(1) (2) (3)
					(4) (5)		0
						I	See footnotes (1) (2) (3) (4) (5)

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 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. Number of Derivative Securities Owned Beneficially (Instr. 5)
				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 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		
EQT RE, LLC 625 LIBERTY AVENUE SUITE 170 PITTSBURGH, PA 15222		X		

Signatures

/s/ Erin R. Centofanti, President of EQT Production Company	10/30/2018
**Signature of Reporting Person	Date
/s/ Joshua C. Miller, Vice President of EQT Investments Holdings, LLC	10/30/2018
**Signature of Reporting Person	Date
/s/ Erin R. Centofanti, President of EQT RE, LLC	10/30/2018
**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).
- (1) Pursuant to an internal reorganization conducted in connection with the proposed separation of Equitrans Midstream Corporation, a Pennsylvania corporation (ETRN), from EQT Corporation, a Pennsylvania corporation (EQT), (i) effective as of October 22, 2018, Rice

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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 representing limited partner interests (Common Units) in EQGP Holdings, LP (the Issuer), merged with and into Equitrans Midstream Holdings, LLC, a Delaware limited liability company and wholly owned indirect subsidiary of EQT (EMH), and (ii) effective as of October 26, 2018 (A) EQT RE, LLC, a Delaware limited liability company (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)

- (2) (continued from footnote 1) (B) EPC contributed to ETRN all of the outstanding membership interests of Equitrans Gathering Holdings, LLC, a Delaware limited liability company and wholly owned indirect subsidiary of EQT (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), is 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), (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 (sentence continues in next footnote)

- (3) (continued from footnote 2) (E) EQT contributed all of the outstanding membership interests in EMH to ETRN. Investment Holdings, EPC and EQT RE are filing this "exit" Form 4 to report that they are no longer beneficial owners of securities of the Issuer. EQT, EMH, Gathering Holdings and ETRN are separately filing a Form 3 to report beneficial ownership of securities of the Issuer in connection with the above internal reorganization. The internal reorganization did not involve any purchase or sale of securities of the Issuer.

- (4) Prior to the completion of the internal reorganization on October 26, 2018, (i) EQT RE did not directly own any Common Units; however, as the indirect owner of RMGH and of the general partner of RMGH, or later, EMH, it was deemed to beneficially own the 36,293,766 Common Units beneficially owned by RMGH, or later, EMH, which represented approximately 12.0% of the outstanding Common Units; (ii) EPC did not directly own any Common Units; however, as the sole member of Gathering Holdings and EQT RE and indirect owner of RMGH and of the general partner of RMGH, or later, (sentence continues in next footnote)

- (5) (continued from footnote 4) EMH, it was 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 RMGH, or later, EMH, which represented in the aggregate approximately 91.3% of the outstanding Common Units; and (iii) Investments Holdings did not directly own any Common Units; however, as the sole shareholder of EPC and indirect owner of Gathering Holdings and RMGH and of the general partner of RMGH, or later, EMH, it was 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 RMGH, or later, EMH, which represented 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.

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