

Rice Energy Inc.
Form 3
October 31, 2016

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
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 | |
| Â VANLOH S WIL JR | | (Month/Day/Year) | Rice Energy Inc. [RICE] | |
| (Last) | (First) | (Middle) | 10/19/2016 | |
| 1401 MCKINNEY STREET, SUITE 2700 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| HOUSTON,Â TXÂ 77010 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input 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) |
|--|--|---|---|
| Class A Preferred Stock ⁽¹⁾ | 24,238.004 | I | See footnotes ⁽²⁾ ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ |

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) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (1) (Instr. 5) |
|--|------------------|-----------------|--|---------------------------------|
| Rice Energy Operating LLC Common Units | Â (6) | Â (6) | Shares of Common Stock 24,238,004 \$ (6) | I See footnotes (2) (3) (4) (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VANLOH S WIL JR 1401 MCKINNEY STREET, SUITE 2700 HOUSTON, TX 77010 | Â | Â X | Â | Â |

Signatures

/s/ S. Wil
VanLoh Jr. 10/31/2016

__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) Each 1/1000th of a share of Class A Preferred Stock ("Class A Preferred Stock") of Rice Energy Inc. ("Rice") entitles its holder to one vote on all matters to be voted on by stockholders generally. Holders of Class A Preferred Stock are entitled to receive, after payment or provision for debts and liabilities and prior to any distribution in respect of shares of common stock ("Common Stock") of Rice or any other junior securities, liquidating distributions in an amount equal to \$0.01 per share of Class A Preferred Stock in the event of any voluntary or involuntary liquidation, dissolution or winding up of Rice's affairs.
- (2) Quantum Energy Partners IV, LP ("QEP IV") is the record holder of 6,660,444 common units (the "Common Units") of Rice Energy Operating LLC ("REO") that are redeemable for shares Common Stock of Rice as described in Footnote 6 below. Quantum Energy Management IV, LLC ("QEM IV LLC") is the sole general partner of Quantum Energy Management IV, LP, which is the sole general partner of QEP IV. Any decision taken by QEP IV to vote, or to direct to vote, and to dispose, or to direct the disposition of, the securities held by QEP IV has to be approved by a majority of the members of its investment committee, which majority must include S. Wil VanLoh, Jr.. Therefore, Mr. VanLoh may be deemed to share voting and dispositive power over the securities held by QEP IV and may also be deemed to be the beneficial owner of these securities. Mr. VanLoh disclaims beneficial ownership of such securities in excess of his pecuniary interest in the securities.
- (3) Q-Vantage Parallel Partners ("Q-Vantage") is the record holder of 438,801 Common Units of REO that are redeemable for shares of Common Stock of Rice as described in Footnote 6 below. QEM IV LLC is the sole general partner of Quantum Energy Management IV, LP, which is the sole managing partner of Q-Vantage. Any decision taken by Q-Vantage to vote, or to direct to vote, and to dispose, or to direct the disposition of, the securities held by Q-Vantage has to be approved by a majority of the members of its investment committee, which majority must include S. Wil VanLoh, Jr.. Therefore, Mr. VanLoh may be deemed to share voting and dispositive power over the securities held by Q-Vantage and may also be deemed to be the beneficial owner of these securities. Mr. VanLoh disclaims beneficial ownership of such securities in excess of his pecuniary interest in the securities.
- (4) QEM IV Direct Investment Partners ("QEM IV") is the record holder of 289,434 Common Units of REO that are redeemable for shares of Common Stock of Rice as described in Footnote 6 below. QEM IV LLC is the sole general partner of Quantum Energy Management IV, LP, which is the sole managing partner of QEM IV. Any decision taken by QEM IV to vote, or to direct to vote, and to dispose, or to direct the disposition of, the securities held by QEM IV has to be approved by a majority of the members of its investment committee, which majority must include S. Wil VanLoh, Jr.. Therefore, Mr. VanLoh may be deemed to share voting and dispositive power over the securities held by QEM IV and may also be deemed to be the beneficial owner of these securities. Mr. VanLoh disclaims beneficial ownership of such securities in excess of his pecuniary interest in the securities.

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Quantum V Investment Partners ("Quantum V") is the record holder of 16,849,325 Common Units of REO that are redeemable for shares of Common Stock of Rice as described in Footnote 6 below. QEM V, LLC ("QEM V LLC") is the sole managing partner of Quantum V. Any decision taken by Quantum V to vote, or to direct to vote, and to dispose, or to direct the disposition of, the securities held by

- (5) Quantum V has to be approved by a majority of the members of its investment committee, which majority must include S. Wil VanLoh, Jr.. Therefore, Mr. VanLoh may be deemed to share voting and dispositive power over the securities held by Quantum V and may also be deemed to be the beneficial owner of these securities. Mr. VanLoh disclaims beneficial ownership of such securities in excess of his pecuniary interest in the securities.

The Common Units of REO are redeemable (together with 1/1000th of a share of Class A Preferred Stock) at any time and from time to time for an equal number of shares of Common Stock of Rice or, at the election of REO, a cash payment equal to the volume-weighted average closing price of one share of Common Stock for the five trading days prior to and including the last full trading day immediately prior to the date that a member delivers a notice of redemption. Upon the exercise of the redemption right, Rice may, at its option, effect a direct exchange of the Common Units (and the corresponding shares of Class A Preferred Stock (or fractions thereof)) from the redeeming member of REO. The Common Units have no expiration date.

- (6)

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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