

EQT Midstream Partners, LP
 Form 3
 May 09, 2014

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 | |
| EQT Corp | | (Month/Day/Year) | EQT Midstream Partners, LP [EQM] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 625 LIBERTY AVENUE, SUITE 1700 | | 12/31/2013 | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| PITTSBURGH, PA 15222 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | 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 | 3,443,902 ⁽¹⁾ | I | See Footnote ⁽¹⁾ |

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) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EQT Corp 625 LIBERTY AVENUE SUITE 1700 PITTSBURGH, PA 15222 | ^ | ^ X | ^ | ^ |
| EQT Production Co 625 LIBERTY AVENUE SUITE 1700 PITTSBURGH, PA 15222 | ^ | ^ X | ^ | ^ |
| EQT Gathering Holdings, LLC 625 LIBERTY AVENUE SUITE 1700 PITTSBURGH, PA 15222 | ^ | ^ X | ^ | ^ |
| EQT Gathering, LLC 625 LIBERTY AVENUE SUITE 1700 PITTSBURGH, PA 15222 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---|------------|
| /s/ Philip P. Conti, Senior Vice President and Chief Financial Officer of EQT Corporation | 05/07/2014 |
| __Signature of Reporting Person | Date |
| /s/ Steven T. Schlotterbeck, President of EQT Production Company | 05/07/2014 |
| __Signature of Reporting Person | Date |
| /s/ Randall L. Crawford, President of EQT Gathering, LLC | 05/07/2014 |
| __Signature of Reporting Person | Date |
| /s/ Randall L. Crawford, President of EQT Gathering Holdings, LLC | 05/07/2014 |
| __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 is being filed jointly by EQT Corporation (EQT), EQT Production Company (EQT Production), EQT Gathering Holdings, LLC (Gathering Holdings) and EQT Gathering, LLC (EQT Gathering) in connection with an internal reorganization. The common units of the Issuer are owned directly by EQT Midstream Investments, LLC (Midstream Investments). EQT directly owns 100% of the outstanding membership interests of EQT Investments Holdings, LLC (Investments Holdings). Investments Holdings directly owns 100% of the common stock of EQT Production. EQT Production owns 100% of the membership interests of Gathering Holdings. Gathering Holdings owns 100% of the membership interests of EQT Gathering. EQT Gathering directly owns 100% of the membership interests of Midstream Investments. EQT, Investments Holdings, EQT Production, Gathering Holdings and EQT Gathering may therefore be deemed

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to beneficially own securities of the Issuer owned directly by Midstream Investments.

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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