## Edgar Filing: Rice Energy Inc. - Form 4

Check this box       if no longer         subject to       SECURITIES         Section 16.       SECURITIES								3235-0287 January 31, 2005 average rs per			
(Print or Type	e Responses)										
Rice Daniel Symbo			2. Issuer Name <b>and</b> Ticker or Trading Symbol Rice Energy Inc. [RICE]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (		3. Date of Earliest Transaction				(Check all applicable)				
			01/29/2014 —				_X_ Director _X_ 10% Owner Officer (give titleOther (specify below)below)				
			ed(Month/Day/Year) Ap				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
CANONSBURG, PA 15317 Form filed by More than One Reporting Person											
(City)	(State)	(Zip)	able I - Non	-Derivative Secu	ırities	Acqui	red, Disposed of,	or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, any	3. 4. Securities Acquired ate, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5) Year) (Instr. 8) (A) or			d (A)	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)		
Common	01/20/2014		Code V		(D)	Price		D			
stock	01/29/2014		J <u>(1)</u>	2,356,844	А	<u>(1)</u>	2,356,844	D			
Common stock	01/29/2014		J <u>(2)</u>	20,000,000	A	<u>(1)</u>	20,000,000	I	By Rice Energy Family Holdings, LP ( <u>3)</u>		

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

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#### number.

# 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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
Treporting Content Content Front Cost	Director	10% Owner	Officer Other				
Rice Daniel 171 HILLPOINTE DRIVE, SUITE 301 CANONSBURG, PA 15317	Х	Х					
Signatures							
/s/ Daniel J. Rice III, by William E. Jorda Attorney-in-Fact	an,		01/3	30/2014			
<u>**</u> Signature of Reporting Person			I	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).

In connection with the initial public offering ("IPO") of Rice Energy Inc. (the "Issuer"), and pursuant to the Master Reorganization Agreement, dated as of January 23, 2014, by and among the Issuer, the Reporting Person, Rice Energy Family Holdings, LP, NGP RE

(1) Holdings, L.L.C., NGP RE Holdings II, L.L.C., Rice Drilling B LLC, Rice Merger LLC, Rice Energy Appalachia, LLC ("REA"), each of the persons holding incentive units representing interests in REA, Rice Energy Holdings LLC and NGP Rice Holdings LLC (the "Master Reorganization Agreement"), the Reporting Person contributed his interest in REA to the Issuer in exchange for 2,356,844 shares of the Issuer's common stock.

(2) In connection with the IPO of the issuer, and pursuant to the Master Reorganization Agreement, Rice Energy Family Holdings, LP contributed its interest in REA to the Issuer in exchange for 20,000,000 shares of the Issuer's common stock.

Rice Energy Family Holdings, LP is the sole member of Rice Energy Holdings LLC. Rice Energy Management LLC is the general partner of Rice Energy Family Holdings, LP. Rice Energy Management LLC is controlled by a board of managers, consisting solely of

(3) Daniel J. Rice III. By virtue of his relationship with Rice Energy Family Holdings, LP, Daniel J. Rice III is deemed to have an indirect beneficial interest in the shares of common stock held by Rice Energy Family Holdings, LP. Daniel J. Rice III disclaims beneficial ownership of any interests in the Issuer in excess of his indirect pecuniary interest therein. This report shall not be deemed an admission that the Reporting Person is the beneficial owner of such interests for purposes of Section 16 or for any other purpose.

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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.