

Share Andrew L.
Form 4
November 13, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Share Andrew L.

(Last) (First) (Middle)

C/O NIXON PEABODY LLP, 900
ELM STREET

(Street)

MANCHESTER 03101

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

EQT RE, LLC [RICE]

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

11/08/2017

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)
X Form filed by One Reporting Person
____ 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)
Common Stock	11/08/2017		J ⁽¹⁾	V 1,719,733 A \$ 0	31,519,733	I	By self, as Trustee of the Rice Energy 2016 Irrevocable Trust
Common Stock	11/13/2017		D	31,519,733 D ⁽²⁾ ⁽³⁾ 0		I	By self, as Trustee of the Rice Energy 2016

Irrevocable
Trust

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

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(9-02)

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 Beneficially Owned Following Transaction (Instr. 6)
				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
Share Andrew L. C/O NIXON PEABODY LLP 900 ELM STREET MANCHESTER 03101		X		

Signatures

/s/ Andrew L.
Share 11/13/2017

__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) The Reporting Person is Trustee of the Rice Energy 2016 Irrevocable Trust (the "Trust"). The Trust was a member of Rice Energy Holdings LLC, a Delaware limited liability company ("Rice Holdings"). On November 8, 2017, Rice Holdings made a pro rata distribution to its members, including 1,719,733 shares of common stock of the Issuer to the Trust. This transaction is exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-9 promulgated thereunder.

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- On November 13, 2017, pursuant to the Agreement and Plan of Merger dated as of June 19, 2017 (the "Merger Agreement"), by and
- (2) among the Issuer, EQT Corporation ("EQT") and Eagle Merger Sub I, Inc. ("Merger Sub"), Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer continuing as the surviving entity and as a wholly owned indirect subsidiary of EQT.

- Pursuant to the Merger Agreement, each share of Issuer common stock issued and outstanding immediately prior to the effective time of
- (3) the Merger was converted at such time into the right to receive: (A) 0.37 shares of EQT common stock, and (B) \$5.30 in cash, without interest.

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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