EQT Corp
Form 4
November 13, 2018

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
EQT Corp

(Last) (First) (Middle)

625 LIBERTY AVENUE, SUITE 1700

(Street)

PITTSBURGH, PA 15222

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Units representing limited partner interests	11/12/2018		J(1)		276,008,766 (2) (3)	D	(1)	0	I	See footnotes (1) (2) (3)

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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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 Corp 625 LIBERTY AVENUE SUITE 1700 PITTSBURGH, PA 15222		X		

Signatures

/s/ Jimmi Sue Smith Senior Vice President and Chief Financial Officer of EQT Corporation	11/13/2018
**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) Effective as of 11:59 p.m. (ET) on November 12, 2018 (the Effective Time), EQT Corporation, a Pennsylvania corporation (EQT), completed the separation of its midstream business from its upstream business (the Separation) by means of a pro rata distribution of 80.1% of the outstanding shares of common stock of Equitrans Midstream Corporation, a Pennsylvania corporation formed to hold EQT's midstream business following the Separation (ETRN), to EQT's shareholders of record as of the close of business on November 1, 2018 (the Distribution). As a result of the Separation and the Distribution, ETRN is a standalone publicly traded company, and as of the Effective Time, EQT is no longer deemed a beneficial owner of the common units representing limited partner interests (Common Units) of EQGP Holdings, LP beneficially owned by ETRN or its subsidiaries.

(2) ETRN is the sole member of Equitrans Midstream Holdings, LLC, a Delaware limited liability company (EMH) and Equitrans Gathering Holdings, LLC, a Delaware limited liability company, (Gathering Holdings). Gathering Holdings is the sole stockholder of EQM GP Corporation, a Delaware corporation (GP Corporation). Gathering Holdings is the record and beneficial owner of 239,449,000 Common Units, which represent approximately 79.2% of the outstanding Common Units, and as the sole stockholder of GP Corporation, Gathering Holdings may be deemed to beneficially own an additional 266,000 Common Units, which represent approximately 0.1% of the outstanding Common Units, beneficially owned by GP Corporation. EMH is the record and beneficial owner of 36,293,766 Common Units, which represent approximately 12.0% of the outstanding Common Units.

(3)

As the sole member of EMH and Gathering Holdings, ETRN may be deemed to beneficially own the 36,293,766 Common Units beneficially owned by EMH and the 239,715,000 Common Units beneficially owned by Gathering Holdings, which in the aggregate represent approximately 91.3% of the outstanding Common Units. Prior to the completion of the Separation and the Distribution, EQT did not directly own any Common Units; however, as the sole shareholder of ETRN, it was deemed to beneficially own the 276,008,766 Common Units deemed to be beneficially owned by ETRN.

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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