

EQT GP Holdings, LP
Form 3
May 11, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 *

EQT Corp

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/11/2015

3. Issuer Name **and** Ticker or Trading Symbol
EQT GP Holdings, LP [EQGP]

4. Relationship of Reporting
Person(s) to Issuer

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

625 LIBERTY
AVENUE, SUITE 1700

(Street)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

PITTSBURGH, PA 15222

(City)

(State)

(Zip)

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X 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

0 (1) (2)

I

See Footnote (1) (2)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EQT Corp 625 LIBERTY AVENUE SUITE 1700 PITTSBURGH, PA 15222	^	^ X	^	^
EQT Gathering Holdings, LLC 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222	^	^ X	^	^
EQT Production Co 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222	^	^ X	^	^
EQT Investments Holdings, LLC 101 CONVENTION CENTER DRIVE, SUITE 850 LAS VEGAS, NV 89109	^	^ X	^	^

Signatures

/s/ Randall L. Crawford, President of EQT Gathering Holdings, LLC	05/11/2015
__Signature of Reporting Person	Date
/s/ Steven T. Schlotterbeck, President of EQT Production Company	05/11/2015
__Signature of Reporting Person	Date
/s/ Joshua C. Miller, Vice President of EQT Investments Holdings, LLC	05/11/2015
__Signature of Reporting Person	Date
/s/ Philip P. Conti, Senior Vice President & Chief Financial Officer of EQT Corporation	05/11/2015
__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).
This Form 3 is being filed jointly by EQT Gathering Holdings, LLC ("Gathering Holdings"), EQT Production Company ("EQT Production"), EQT Investments Holdings, LLC ("Investments Holdings") and EQT Corporation ("EQT") in connection with the effectiveness of the Issuer's Registration Statement on Form S-1 (File No. 333-202053). EQT directly owns 100% of the outstanding membership interests of Investments Holdings. Investments Holdings directly owns 100% of the common stock of EQT Production. EQT Production directly owns 100% of the outstanding membership interests of Gathering Holdings. Gathering Holdings owns 100% of the common stock of EQT GP Corporation. EQT, Investments Holdings, EQT Production and Gathering Holdings may therefore be deemed to beneficially own securities of the Issuer owned directly by EQT GP Corporation and Gathering Holdings.
- (1) membership interests of Investments Holdings. Investments Holdings directly owns 100% of the common stock of EQT Production. EQT Production directly owns 100% of the outstanding membership interests of Gathering Holdings. Gathering Holdings owns 100% of the common stock of EQT GP Corporation. EQT, Investments Holdings, EQT Production and Gathering Holdings may therefore be deemed to beneficially own securities of the Issuer owned directly by EQT GP Corporation and Gathering Holdings.
- (2) As of May 11, 2015, Gathering Holdings owns a 99.9% limited partner interest in the Issuer and EQT GP Corporation owns a 0.1% limited partner interest in the Issuer.

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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