

GFW IX, L.L.C.  
 Form 3  
 January 30, 2014

**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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                                      |  |
| Â NGP Rice Holdings LLC                   |         | (Month/Day/Year)                     | Rice Energy Inc. [RICE]  |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                                 | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |         | 01/29/2014                           |  |  |
| 5221 N. O'CONNOR BOULEVARD, SUITE 1100    |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input checked="" type="checkbox"/> Director                                     | <input checked="" type="checkbox"/> 10% Owner        |
|   |         |                                      | <input type="checkbox"/> Officer   | <input type="checkbox"/> Other                       |
| IRVING, TX 75039                          |         |                                      | (give title below)   | (specify below)                                      |
| (City)                                    | (State) | (Zip)                                | 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 Stock, par value \$1.00 per share | 43,452,550 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | D  | Â   |

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 Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  |  | Title   |  |  |   |

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|                     |                    |                                  |                                  |
|---------------------|--------------------|----------------------------------|----------------------------------|
| Date<br>Exercisable | Expiration<br>Date | Amount or<br>Number of<br>Shares | or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |              |         |       |
|---|---------------|--------------|---------|-------|
|   | Director      | 10%<br>Owner | Officer | Other |
| NGP Rice Holdings LLC<br>5221 N. O'CONNOR BOULEVARD, SUITE 1100<br>IRVING, TX 75039         | Â X           | Â X          | Â       | Â     |
| NGP Natural Resources X, L.P.<br>5221 N. O'CONNOR BLVD., SUITE 1100<br>IRVING, TX 75039     | Â             | Â X          | Â       | Â     |
| NGP X Parallel Holdings, L.P.<br>5221 N. O'CONNOR BLVD., SUITE 1100<br>IRVING, TX 75039     | Â             | Â X          | Â       | Â     |
| G.F.W. Energy X, L.P.<br>5221 N. O'CONNOR BLVD., SUITE 1100<br>IRVING, TX 75039             | Â             | Â X          | Â       | Â     |
| GFW X, L.L.C.<br>5221 N. O'CONNOR BLVD., SUITE 1100<br>IRVING, TX 75039                     | Â             | Â X          | Â       | Â     |
| Natural Gas Partners IX, L.P.<br>125 EAST JOHN CARPENTER FWY, SUITE 600<br>IRVING, TX 75062 | Â             | Â X          | Â       | Â     |
| NGP IX Offshore Holdings, L.P.<br>5221 N. O'CONNOR BLVD., SUITE 1100<br>IRVING, TX 75039    | Â             | Â X          | Â       | Â     |
| G.F.W. ENERGY IX, L.P.<br>125 EAST JOHN CARPENTER FWY, SUITE 600<br>IRVING, TX 75062        | Â             | Â X          | Â       | Â     |
| GFW IX, L.L.C.<br>125 EAST JOHN CARPENTER FWY, SUITE 600<br>IRVING, TX 75062                | Â             | Â X          | Â       | Â     |
| NGP Energy Capital Management LLC<br>1221 MCKINNEY STREET, SUITE 2975<br>HOUSTON, TX 77010  | Â             | Â X          | Â       | Â     |

## Signatures

/s/ Tony R. Weber, Authorized Member of NGP IX Holdings GP, LLC, general partner of NGP IX US Holdings, LP, member of NGP RE Holdings, L.L.C., member of NGP Rice Holdings LLC

01/30/2014

\*\*Signature of Reporting Person

Date

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|  |            |
|--|------------|
| /s/ Tony R. Weber, Authorized Member of GFW IX, L.L.C., the general partner of G.F.W. Energy IX, L.P., the general partner of Natural Gas Partners IX, L.P.  | 01/30/2014 |
| **Signature of Reporting Person  | Date       |
| /s/ Tony R. Weber, Authorized Member of GFW IX, L.L.C., the general partner of G.F.W. Energy IX, L.P., the general partner of NGP IX Offshore Holdings, L.P. | 01/30/2014 |
| **Signature of Reporting Person  | Date       |
| /s/ Tony R. Weber, Authorized Member of GFW IX, L.L.C., the general partner of G.F.W. Energy IX, L.P.  | 01/30/2014 |
| **Signature of Reporting Person  | Date       |
| /s/ Tony R. Weber, Authorized Member of GFW IX, L.L.C.   | 01/30/2014 |
| **Signature of Reporting Person  | Date       |
| /s/ Tony R. Weber, Authorized Member of GFW X, L.L.C., the general partner of G.F.W. Energy X, L.P., the general partner of Natural Gas Resources X, L.P.    | 01/30/2014 |
| **Signature of Reporting Person  | Date       |
| /s/ Tony R. Weber, Authorized Member of GFW X, L.L.C., the general partner of G.F.W. Energy X, L.P., the general partner of NGP X Parallel Holdings, L.P.    | 01/30/2014 |
| **Signature of Reporting Person  | Date       |
| /s/ Tony R. Weber, Authorized Member of GFW X, L.L.C., the general partner of G.F.W. Energy X, L.P.  | 01/30/2014 |
| **Signature of Reporting Person  | Date       |
| /s/ Tony R. Weber, Authorized Member of GFW X, L.L.C.  | 01/30/2014 |
| **Signature of Reporting Person  | Date       |
| /s/ Tony R. Weber, Authorized Member of NGP Energy Capital Management, L.L.C.  | 01/30/2014 |
| **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 is jointly filed by NGP Rice Holdings LLC ("NGP Holdings"), Natural Gas Partners IX, L.P. and NGP IX Offshore Holdings, L.P. (collectively, "NGP IX"), G.F.W. Energy IX, L.P. ("GFW Energy IX"), GFW IX, L.L.C. ("GFW IX"), NGP Natural Resources X, L.P. and NGP X Parallel Holdings, L.P. (collectively, "NGP X"), G.F.W. Energy X, L.P. ("GFW Energy X"), GFW X, L.L.C. ("GFW X") and NGP Energy Capital Management, L.L.C. ("NGP ECM"). GFW IX is the general partner of GFW Energy IX, the general partner of NGP IX, which, together with NGP X, owns a controlling interest in NGP Holdings. GFW X is the general partner of GFW Energy X, the general partner of NGP X, which, together with NGP IX, owns a controlling interest in NGP Holdings.(Continued to footnote 2)
- (2) Accordingly, each of GFW IX, GFW Energy IX, NGP IX, GFW X, GFW Energy X and NGP X may be deemed to share voting and dispositive power over the reported securities of NGP Holdings, and as a result may be deemed to beneficially own the reported securities of NGP Holdings. GFW IX and GFW X have delegated full power and authority to manage NGP IX and NGP X, respectively, to NGP ECM and accordingly, NGP ECM may be deemed to share voting and dispositive power over the reported securities of NGP Holdings, and as result may be deemed to beneficially own the reported securities of NGP Holdings. Each of GFW IX, GFW Energy IX, NGP IX, GFW X, GFW Energy X, NGP X and NGP ECM disclaim beneficial ownership of the reported securities in excess of their pecuniary interests therein.
- (3) On January 29, 2014, the Reporting Person entered into the Stockholders' Agreement, pursuant to which, each of the parties thereto agreed, among other things, to cause the shares of Common Stock and any equity securities of the Issuer held by such party to be voted for the individuals properly designated by the parties to the Stockholders' Agreement for election to the Issuer's board of directors. As a result, the parties thereto may be deemed to be members of a group holding over 10% of the outstanding Common Stock of the Issuer for the purposes of Section 13(d)(3) of the Exchange Act (the "Group").

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- (4) The Reporting Person disclaims beneficial ownership of the shares of Common Stock held by the members of the Group, except to the extent of such Reporting Person's pecuniary interest therein, and this statement shall not be construed as an admission that such Reporting Person is the beneficial owner of any such shares for purposes of Section 16 of the Exchange Act or for any other purpose.

^

**Remarks:**

For^ purposes^ of^ Section^ 16^ of^ the^ Securities^ Exchange^ Act^ of^ 1934,^ as^ amended,^ the^ Reporting^ Pe

Exhibit^ List:^ Exhibit^ 24^ -^ Power^ of^ Attorney^ (CE)

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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