

VAGT ROBERT F
Form 4
November 15, 2017

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
VAGT ROBERT F

(Last) (First) (Middle)

625 LIBERTY AVENUE, SUITE 1700

(Street)

PITTSBURGH, PA 15222

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EQT Corp [EQT]

3. Date of Earliest Transaction (Month/Day/Year)
11/13/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | (D) | Price |
| Common Stock | 11/13/2017 | | A | | 18,289 | A | 18,289 | D |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Underlying (Instr. 3) |
|---|--|---|---|-----------------------------------|---|---|-----------------------------------|
| Restricted Stock Units (2) | (3) | 11/13/2017 | | A | 5,641 | 05/31/2018 05/31/2018 | Common Stock |
| Deferred Compensation-Phantom Units | (4) | 11/13/2017 | | A | 380 | (5) (5) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VAGT ROBERT F 625 LIBERTY AVENUE, SUITE 1700 PITTSBURGH, PA 15222 | | X | | |

Signatures

/s/ Jonathan M. Lushko, Attorney-in-Fact for Robert F. Vagt
 11/15/2017
 **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).
- On November 13, 2017, pursuant to the Agreement and Plan of Merger dated as of June 19, 2017 (the "Merger Agreement"), by and among Rice Energy Inc. ("Rice"), EQT Corporation (the "Company") and Eagle Merger Sub I, Inc. ("Merger Sub"), Merger Sub merged with and into Rice (the "Merger"), with Rice continuing as the surviving entity and as a wholly owned indirect subsidiary of the Company. Pursuant to the Merger Agreement, each share of Rice common stock issued and outstanding converted into the right to receive: (A) 0.37 shares of Company common stock, and (B) \$5.30 in cash, without interest (the "Merger Exchange"). As a result of the Merger Exchange, the Reporting Person received the Company common stock reported on Table 1 in exchange for 49,431 shares of Rice common stock.
- (1) Restricted stock unit award, received in exchange for the conversion of the Reporting Person's unvested Rice director restricted stock unit award in connection with the closing of the Merger, which vests May 31, 2018 provided that the recipient continues to serve as a director of the Company on such date.
 - (2) Each restricted stock unit is the economic equivalent of one share of the Company's common stock.
 - (3) Each phantom unit is the economic equivalent of one share of common stock.
 - (4) Award represents compensation that is deferred until retirement.

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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