

Rice Energy Inc.  
Form 8-K  
August 19, 2014

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): August 13, 2014**

**RICE ENERGY INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**001-36273**  
**(Commission**  
**File Number)**  
**400 Woodcliff Drive**

**46-3785773**  
**(I.R.S. Employer**  
**Identification No.)**

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**Canonsburg, Pennsylvania 15317**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**(724) 746-6720**

**(Registrant's Telephone Number, Including Area Code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

***Underwriting Agreement***

On August 13, 2014, Rice Energy Inc., a Delaware corporation (the *Company*), NGP Rice Holdings LLC, a Delaware limited liability company ( *NGP Holdings* ) and Foundation PA Coal Company, LLC, a Delaware limited liability company ( *Foundation*, and, together with NGP Holdings, the *Selling Stockholders* ), entered into an Underwriting Agreement (the *Underwriting Agreement* ) with Goldman, Sachs & Co., as representative of the several underwriters named therein (the *Underwriters* ), relating to the offer and sale of the *Company*'s common stock, par value \$0.01 per share (the *Common Stock* ). The Underwriting Agreement provides for the offer and sale (the *Offering* ) of an aggregate of 11,938,826 shares of Common Stock, including 7,500,000 shares of Common Stock issued and sold by the *Company* and 4,438,826 shares of Common Stock sold by the *Selling Stockholders*, at a price to the public of \$27.30 per share (\$26.27625 per share net of underwriting discounts and commissions). Pursuant to the Underwriting Agreement, the *Selling Stockholders* granted the *Underwriters* a 30-day option to purchase up to an aggregate of 1,790,824 additional shares of Common Stock held by the *Selling Stockholders*. The material terms of the *Offering* are described in the prospectus, dated August 13, 2014 (the *Prospectus* ), filed by the *Company* with the Securities and Exchange Commission (the *Commission* ) on August 14, 2014, pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the *Securities Act* ). The *Offering* has been registered with the *Commission* pursuant to a Registration Statement on Form S-1, as amended (File No. 333-197266), initially filed by the *Company* on July 7, 2014.

The Underwriting Agreement contains customary representations and warranties, agreements and obligations, closing conditions and termination provisions. The *Company* and the *Selling Stockholders* have agreed to indemnify the *Underwriters* against certain liabilities, including liabilities under the *Securities Act*, and to contribute to payments the *Underwriters* may be required to make because of any of those liabilities.

The *Selling Stockholders* received official notice of exercise of the *Underwriters*' option to purchase additional shares of Common Stock on August 14, 2014. The additional purchase of 1,790,824 shares of Common Stock closed simultaneously with the *Offering*. The *Offering* closed on August 19, 2014, and the *Company* received proceeds from the *Offering* of approximately \$196.3 million (net of underwriting discounts, commissions and estimated offering expenses payable by the *Company*). As described in the *Prospectus*, the *Company* intends to use the net proceeds of the *Offering* to fund a portion of its 2014 capital budget. The *Company* did not receive any proceeds from the sale of shares of Common Stock by the *Selling Stockholders*.

The foregoing description is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is attached as Exhibit 1.1 to this Current Report on Form 8-K and incorporated in this Item 1.01 by reference.

***Relationships***

As more fully described under the caption *Underwriting* in the *Prospectus*, certain of the *Underwriters* and their respective affiliates have in the past, and may in the future, perform investment banking, commercial banking, advisory and other services for the *Company* and its affiliates from time to time for which they have received, and may in the future receive, customary fees and expenses. In addition, affiliates of certain of the *Underwriters* are lenders under our revolving credit facility.

**Item 7.01 Regulation FD Disclosure.**

On August 13, 2014 and August 19, 2014, the *Company* issued press releases announcing the pricing and closing, respectively, of the *Offering*. Copies of the press releases are furnished as Exhibits 99.1 and 99.2 hereto, respectively. The information furnished pursuant to this Item 7.01, including Exhibits 99.1 and 99.2, shall not be deemed to be filed

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for the purposes of Section 18 of the Securities Exchange Act of 1934 and will not be incorporated by reference into any filing under the Securities Act unless specifically identified therein as being incorporated therein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of August 13, 2014, by and among Rice Energy Inc., NGP Rice Holdings LLC, Foundation PA Coal Company, LLC and Goldman, Sachs & Co., as representative of the several underwriters named therein.
99.1	Press Release dated August 13, 2014.
99.2	Press Release dated August 19, 2014.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**RICE ENERGY INC.**

By: /s/ Daniel J. Rice IV  
Daniel J. Rice IV  
Director, Chief Executive Officer

Dated: August 19, 2014

**EXHIBIT INDEX**

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