

Rice Energy Inc.
Form 4
September 30, 2015

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 *
Rice Energy Holdings LLC

(Last) (First) (Middle)
400 WOODCLIFF DRIVE
(Street)
CANONSBURG, PA 15317

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Rice Energy Inc. [RICE]

3. Date of Earliest Transaction
(Month/Day/Year)
09/28/2015

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 | (2) (3) (4) | | |
| Common stock | 09/28/2015 | | J(1) | V 132,038 D \$ 0 | 20,168,885 | 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 and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Rice Energy Holdings LLC 400 WOODCLIFF DRIVE CANONSBURG, PA 15317 | X | X | | |

Signatures

/s/ Rice Energy Holdings LLC, by William E. Jordan,
Attorney-in-Fact

09/30/2015

____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) In accordance with the Amended and Restated Limited Liability Company Agreement of Rice Energy Holdings LLC ("Rice Holdings"), Rice Holdings made a pro rata distribution of 132,038 shares of common stock of Rice Energy Inc. to its members holding incentive units with no consideration being paid in connection therewith.
 - (2) Rice Holdings is controlled by a board of managers, consisting of Daniel J. Rice IV, Toby Z. Rice and Daniel J. Rice III, which exercises voting and dispositive power over all securities held by Rice Holdings.

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").
 - (3) 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.
 - (4)

Remarks:

For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the Reporting Person may be deemed to be a 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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