

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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â EQT Corp		(Month/Day/Year)	EQT GP Holdings, LP [EQGP]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		05/11/2015		
625 LIBERTY AVENUE,Â SUITE 1700			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
PITTSBURGH,Â PAÂ 15222			(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 Units representing limited partner interests	0 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>

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	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 **Signature of Reporting Person	05/11/2015 Date
/s/ Steven T. Schlotterbeck, President of EQT Production Company **Signature of Reporting Person	05/11/2015 Date
/s/ Joshua C. Miller, Vice President of EQT Investments Holdings, LLC **Signature of Reporting Person	05/11/2015 Date
/s/ Philip P. Conti, Senior Vice President & Chief Financial Officer of EQT Corporation **Signature of Reporting Person	05/11/2015 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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