

EQT Corp
Form 3
October 26, 2018

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 | |
| EQT Corp | | (Month/Day/Year) | Equitrans Midstream Corp [ETRN] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 625 LIBERTY AVENUE, SUITE 1700 | | 10/26/2018 | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) | <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) |
| PITTSBURGH, PA 15222 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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 | 100 (1) (2) | D | |

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EQT Corp 625 LIBERTY AVENUE SUITE 1700 PITTSBURGH, PA 15222 | Â | Â X | Â | Â |

Signatures

/s/ Robert J. McNally, Senior Vice President and Chief Financial Officer of EQT Corporation

10/26/2018

__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).

This Form 3 is being filed in connection with the SEC's declaration of effectiveness of the Registration Statement on Form 10 (Registration No. 001-38629) of Equitrans Midstream Corporation (the Issuer), which describes the planned separation of the Issuer from

(1) EQT Corporation (EQT). Pursuant to the Issuer's Articles of Incorporation (as amended, the Articles), effective as of 11:59pm, Eastern time, on the date set by resolution of the board of directors of EQT as the record date for distribution of shares of common stock of the Issuer (Common Stock) to holders of shares of EQT's common stock (such time, the Effective Time),

(2) the total number of shares of Common Stock issued and outstanding immediately prior to the Effective Time shall, automatically by operation of law and without any further action on the part of the Issuer or any holders of shares of capital stock of the Issuer, each be subdivided and converted into a number of shares of validly issued, fully paid and non-assessable shares of Common Stock authorized for issuance pursuant to the Articles equal to the quotient obtained by dividing (a) the product of (i) the number of shares of common stock of EQT, issued and outstanding as of the Effective Time, multiplied by (ii) the quotient obtained by dividing one (1) by eight hundred and one thousandths (0.801), multiplied by (iii) eight-tenths (0.80), by (b) one hundred (100).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.