

Rice Midstream Partners LP
 Form 4
 February 22, 2016

FORM 4

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

OMB APPROVAL

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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 Inc.

2. Issuer Name and Ticker or Trading Symbol
 Rice Midstream Partners LP [RMP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 400 WOODCLIFF DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/18/2016

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

CANONSBURG, PA 15317
 (City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common units representing limited partnership interests	02/18/2016		J ⁽¹⁾		3,623	A	<u>1</u>
					3,623	<u>1</u>	

See Footnotes (1) (3) (4)

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

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SEC 1474 (9-02)

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

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 Security (Instr. 3 and 4)
Subordinated units representing limited partner interests	(2)	02/18/2016		J(1)	28,753,623	(2) (2)	Common units representing limited partner interests

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rice Energy Inc. 400 WOODCLIFF DRIVE CANONSBURG, PA 15317		X		
Rice Midstream Holdings LLC 400 WOODCLIFF DRIVE CANONSBURG, PA 15317		X		
Rice Energy Appalachia, LLC 400 WOODCLIFF DRIVE CANONSBURG, PA 15317		X		
Rice Midstream GP Holdings LP 400 WOODCLIFF DRIVE CANONSBURG, PA 15317		X		
Rice Midstream GP Management LLC 400 WOODCLIFF DRIVE CANONSBURG, PA 15317		X		

Signatures

/s/ William E. Jordan, Senior Vice President, General Counsel and Corporate Secretary of Rice Energy Inc. 02/22/2016

__Signature of Reporting Person Date

/s/ William E. Jordan, Senior Vice President, General Counsel and Corporate Secretary of Rice Energy Appalachia, LLC 02/22/2016

__Signature of Reporting Person Date

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/s/ William E. Jordan, Senior Vice President, General Counsel and Corporate Secretary of Rice Midstream Holdings LLC	02/22/2016
__Signature of Reporting Person	Date
/s/ William E. Jordan, Authorized Person of Rice Midstream GP Management LLC	02/22/2016
__Signature of Reporting Person	Date
/s/ William E. Jordan, Authorized Person of Rice Midstream GP Management LLC, on behalf of Rice Midstream GP Holdings LP	02/22/2016
__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) Rice Midstream Holdings LLC ("Rice Midstream Holdings") transferred 3,623 common units representing limited partner interests in the Issuer (the "Common Units") and 28,753,623 subordinated units representing limited partner interests in the Issuer (the "Subordinated Units") to Rice Midstream GP Holdings LP ("Rice Midstream GP Holdings") pursuant to the Securities Purchase Agreement between Rice Midstream Holdings, Rice Midstream GP Holdings and certain investors (the "Investors") affiliated with EIG Global Energy Partners (the "Preferred Transaction"). The reporting persons disclaim beneficial ownership of the Issuer's Common Units and Subordinated Units held by Rice Midstream GP Holdings except to the extent of their pecuniary interest therein.

(2) The Subordinated Units have no expiration date and will convert into Common Units on a one-for-one basis at the end of the "subordination period" described in the Issuer's Prospectus (File No. 333-199932) filed with the Securities and Exchange Commission on December 18, 2014.

(3) This Form 4 is being filed jointly by Rice Midstream GP Holdings, Rice Midstream GP Management LLC ("Rice Midstream GP Management"), Rice Midstream Holdings, Rice Energy Appalachia LLC ("REA") and Rice Energy Inc. ("Rice Energy"). In connection with the Preferred Transaction, 3,623 Common Units and 28,753,623 Subordinated Units directly held by Rice Midstream Holdings were transferred to Rice Midstream GP Holdings. Rice Midstream Holdings owns 100% of the outstanding membership interests in Rice Midstream GP Management, the general partner of Rice Midstream GP Holdings. Rice Midstream Holdings directly owns 91.75% of the outstanding limited partner interests in Rice Midstream GP Holdings; REA directly owns 100% of the outstanding Series A units in Rice Midstream Holdings. Accordingly, Rice Midstream GP Management, Rice Midstream Holdings, Rice Energy and REA may be deemed to be an indirect beneficial owner of the securities of the Issuer held by Rice Midstream GP Holdings.

(4) (Continued from Footnote 3) The Investors own the outstanding Series B units in Rice Midstream Holdings and the remaining limited partner interests in Rice Midstream GP Holdings. The ownership of the Series B units in Rice Midstream Holdings and limited partner interests in Rice Midstream GP Holdings does not provide the Investors with the power to vote or dispose of the securities of the Issuer held by Rice Midstream GP Holdings.

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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