

NGP Energy Capital Management, L.L.C.
 Form 4
 August 21, 2014

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 *
 NGP Rice Holdings LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

5221 N. O'CONNOR BOULEVARD, SUITE 1100

3. Date of Earliest Transaction (Month/Day/Year)
 08/19/2014

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

(Street)

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

IRVING, TX 75039

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4)
Common stock	08/19/2014		S ⁽¹⁾	V	Amount \$ 3,114,825 Price 26.28	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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NGP Rice Holdings LLC 5221 N. O'CONNOR BOULEVARD, SUITE 1100 IRVING, TX 75039	X	X		
Natural Gas Partners IX, L.P. 125 EAST JOHN CARPENTER FWY, SUITE 600 IRVING, TX 75062		X		
NGP IX Offshore Holdings, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039		X		
G.F.W. ENERGY IX, L.P. 125 EAST JOHN CARPENTER FWY, SUITE 600 IRVING, TX 75062		X		
GFW IX, L.L.C. 125 EAST JOHN CARPENTER FWY, SUITE 600 IRVING, TX 75062		X		
NGP Natural Resources X, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039		X		
NGP X Parallel Holdings, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039		X		
G.F.W. Energy X, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039		X		
GFW X, L.L.C. 5221 N. O'CONNOR BLVD., SUITE 1100		X		

IRVING, TX 75039

NGP Energy Capital Management, L.L.C.
1221 MCKINNEY STREET, SUITE 2975
HOUSTON, TX 77010

X

Signatures

/s/ Tony R. Weber, Authorized Person of NGP IX Holdings GP, LLC, general partner of NGP IX US Holdings, LP, member of NGP RE Holdings, L.L.C., member of NGP Rice Holdings LLC	08/21/2014
__Signature of Reporting Person	Date
/s/ Tony R. Weber, Authorized Member of GFW IX, L.L.C., the general partner of G.F.W. Energy IX, L.P., the general partner of Natural Gas Partners IX, L.P.	08/21/2014
__Signature of Reporting Person	Date
/s/ Tony R. Weber, Authorized Member of GFW IX, L.L.C., the general partner of G.F.W. Energy IX, L.P., the general partner of NGP IX Offshore Holdings, L.P.	08/21/2014
__Signature of Reporting Person	Date
/s/ Tony R. Weber, Authorized Member of GFW IX, L.L.C., the general partner of G.F.W. Energy IX, L.P.	08/21/2014
__Signature of Reporting Person	Date
/s/ Tony R. Weber, Authorized Member of GFW IX, L.L.C.	08/21/2014
__Signature of Reporting Person	Date
/s/ Tony R. Weber, Authorized Member of GFW X, L.L.C., the general partner of G.F.W. Energy X, L.P., the general partner of Natural Gas Resources X, L.P.	08/21/2014
__Signature of Reporting Person	Date
/s/ Tony R. Weber, Authorized Member of GFW X, L.L.C., the general partner of G.F.W. Energy X, L.P., the general partner of NGP X Parallel Holdings, L.P.	08/21/2014
__Signature of Reporting Person	Date
/s/ Tony R. Weber, Authorized Member of GFW X, L.L.C., the general partner of G.F.W. Energy X, L.P.	08/21/2014
__Signature of Reporting Person	Date
/s/ Tony R. Weber, Authorized Member of GFW X, L.L.C.	08/21/2014
__Signature of Reporting Person	Date
/s/ Tony R. Weber, Chief Operating Officer of NGP Energy Capital Management, L.L.C.	08/21/2014
__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) NGP Rice Holdings LLC sold 2,219,413 shares of common stock to the public in connection with an underwritten public offering of Rice Energy Inc. on August 19, 2014 (the "Offering"). Pursuant to the underwriting agreement and in connection with the Offering, the underwriters exercised their option (the "Option") to purchase additional shares of common stock from NGP Rice Holdings LLC. The

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Option closed simultaneously with the Offering. NGP Rice Holdings LLC sold an additional 895,412 shares of common stock pursuant to the underwriters' exercise of the Option.

- (2) This form is jointly filed by NGP Rice Holdings LLC ("NGP Holdings"), Natural Gas Partners IX, L.P. and NGP IX Offshore Holdings, L.P. (collectively, "NGP IX"), G.F.W. Energy IX, L.P. ("GFW Energy IX"), GFW IX, L.L.C. ("GFW IX"), NGP Natural Resources X, L.P. and NGP X Parallel Holdings, L.P. (collectively, "NGP X"), G.F.W. Energy X, L.P. ("GFW Energy X"), GFW X, L.L.C. ("GFW X") and NGP Energy Capital Management, L.L.C. ("NGP ECM"). GFW IX is the general partner of GFW Energy IX, the general partner of NGP IX, which, together with NGP X, owns a controlling interest in NGP Holdings. GFW X is the general partner of GFW Energy X, the general partner of NGP X, which, together with NGP IX, owns a controlling interest in NGP Holdings.

- (3) (Continued from footnote 2) Accordingly, each of GFW IX, GFW Energy IX, NGP IX, GFW X, GFW Energy X and NGP X may be deemed to share voting and dispositive power over the reported securities of NGP Holdings, and as a result may be deemed to beneficially own the reported securities of NGP Holdings. GFW IX and GFW X have delegated full power and authority to manage NGP IX and NGP X, respectively, to NGP ECM and accordingly, NGP ECM may be deemed to share voting and dispositive power over the reported securities of NGP Holdings, and as result may be deemed to beneficially own the reported securities of NGP Holdings. Each of GFW IX, GFW Energy IX, NGP IX, GFW X, GFW Energy X, NGP X and NGP ECM disclaim beneficial ownership of the reported securities in excess of their pecuniary interests therein.

- (4) 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").

- (5) 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.

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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