

Rice Energy Inc.
Form 4
August 21, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Alpha Natural Resources, Inc.

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)
ONE ALPHA PLACE, P.O. BOX 16429

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

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

(Street)
BRISTOL, VA 24209

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 Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 08/19/2014 | | S | | 3,114,825 | D | \$ 26.2763 |
| | | | | | 6,408,985 | I (4) | (2) (3) |

See Explanation of Responses (1) (2) (3)

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 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 |
| Alpha Natural Resources, Inc. ONE ALPHA PLACE, P.O. BOX 16429 BRISTOL, VA 24209 | X | X | | |

Signatures

/s/ William L. Phillips III, Assistant Secretary, on behalf of Alpha Natural Resources, Inc. 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) For purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Reporting Person may be deemed to be a director by deputization by virtue of the right of the Reporting Person to designate a member of the Issuer's board of directors pursuant to the Stockholders' Agreement between the Issuer, Rice Energy Holdings LLC, Rice Energy Family Holdings, LP, NGP Rice Holdings LLC and the Reporting Person (the "Stockholders' Agreement").
- 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
- (2) 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) Foundation PA Coal Company, LLC ("Foundation") directly holds 6,408,985 shares of Common Stock. Foundation is a wholly owned indirect subsidiary of Alpha Natural Resources, Inc., and as such, Alpha Natural Resources, Inc. is deemed to be the beneficial owner of these securities.

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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