

Rice Energy Inc.
Form 3
January 30, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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	
Â Rice Energy Family Holdings, LP			(Month/Day/Year)	Rice Energy Inc. [RICE]	
(Last)	(First)	(Middle)	01/29/2014		
171 HILLPOINTE DRIVE, SUITE 301			4. Relationship of Reporting Person(s) to Issuer		
(Street)			(Check all applicable)		
CANONSBURG, PA 15317			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)		
			6. Individual or Joint/Group Filing(Check Applicable Line) <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, par value \$0.01 per share	20,000,000 <u>(1)</u> <u>(2)</u> <u>(3)</u>	D	Â

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

SEC 1473 (7-02)

Persons who respond to the collection of 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)	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
Rice Energy Family Holdings, LP 171 HILLPOINTE DRIVE, SUITE 301 CANONSBURG, PA 15317	^	^ X	^	^

Signatures

/s/ Rice Energy Family Holdings, LP, by William E. Jordan, as Attorney-in-Fact 01/30/2014

__Signature of Reporting Person Date

/s/ Rice Energy Management LLC, by William E. Jordan, as Attorney-in-Fact 01/30/2014

__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).
- (1) Rice Energy Management LLC is the general partner of Rice Energy Family Holdings, LP. Rice Energy Management LLC is controlled by a board of managers, consisting solely of Daniel J. Rice III.
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").
The Reporting Person disclaims beneficial ownership of the shares of Common Stock held by the members of the Group, except to the
- (3) 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.

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Remarks:
Exhibit List: Exhibit 24 - Power of Attorney (CE)

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. -width: 1; border-bottom-width: 1"> Employee Stock Option (right to buy) \$ 7.0903/02/2011 M 88,087 ⁽⁵⁾03/02/2019 Common Stock 88,087 ⁽⁶⁾ 176,174 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Chief Operating Officer	

PALOIAN JOHN
111 SOUTH WACKER DRIVE
CHICAGO, IL 60606

Signatures

Jennifer Reiners, pursuant to power of attorney

03/04/2011

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person in September 2010.
The reported price represents a weighted average sale price. The range of prices at which common stock was sold was \$17.93 to \$18.39
- (2) per share. The Reporting Person undertakes to provide to the staff, the issuer or a security holder full information regarding the number of shares sold at each separate price.
- (3) Shares were withheld as payment of a tax liability incident to vesting of restricted stock units issued in accordance with Rule 16b-3.
- (4) Includes 115,026 shares held directly, 2,957 shares held through dividend reinvestment plan and 262,578 restricted stock units.
- (5) The option, representing a right to purchase a total of 352,348, vests in four equal annual installments beginning on March 2, 2010.
- (6) Company granted option issued pursuant to Rule 16b-3 Plan.

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