

Rice Energy Inc.  
Form SC 13D/A  
August 21, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND  
AMENDMENTS THERETO FILED PURSUANT TO 240.13d-2(a)**

**Rice Energy Inc.**

**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**762760106**

**(CUSIP Number)**

**Daniel J. Rice IV**

**400 Woodcliff Drive, Canonsburg, Pennsylvania 15317**

**Tel: (724) 746-6720**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**August 19, 2014**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note.** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

1 NAMES OF REPORTING PERSONS

Rice Energy Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-

8 SHARED VOTING POWER

OWNED BY

EACH

67,047,633 (see items 3, 4 and 5)\*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 20,300,923

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

67,047,633 (see items 3, 4 and 5)\*\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

49.2%\*\*

14 TYPE OF REPORTING PERSON

OO (Limited Liability Company)

\* As further described in Item 4, the Reporting Persons (as defined below) may be deemed to beneficially own the shares of Common Stock (as defined below) of the Issuer beneficially owned by the Other Reporting Person (as defined below) pursuant to the Stockholders Agreement (as defined below).

\*\* The calculation is based on 136,266,038 shares of Common Stock of the Issuer (as defined below), which are the number of shares of Common Stock of the Issuer outstanding following the Offering (as defined below), based on the Issuer's filing pursuant to Rule 424(b)(4) on August 15, 2014 with the Securities and Exchange Commission (the SEC).

1 NAMES OF REPORTING PERSONS

Rice Energy Family Holdings, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 67,047,633 (see items 3, 4 and 5)\* SOLE DISPOSITIVE POWER

PERSON

WITH -0-

10 SHARED DISPOSITIVE POWER

20,000,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

67,047,633 (see items 3, 4 and 5)\*\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

49.2%\*\*

14 TYPE OF REPORTING PERSON

PN (Limited Partnership)

\* As further described in Item 4, the Reporting Persons (as defined below) may be deemed to beneficially own the shares of Common Stock (as defined below) of the Issuer beneficially owned by the Other Reporting Person (as defined below) pursuant to the Stockholders Agreement (as defined below).

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1 NAMES OF REPORTING PERSONS

Rice Energy Management LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 67,047,633 (see items 3, 4 and 5)\*  
SOLE DISPOSITIVE POWER

PERSON

WITH -0-

10 SHARED DISPOSITIVE POWER

20,000,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

67,047,633 (see items 3, 4 and 5)\*\*

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1 NAMES OF REPORTING PERSONS

NGP Rice Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO

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..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 67,047,633 (see items 3, 4 and 5)\* SOLE DISPOSITIVE POWER

PERSON

WITH -0-

10 SHARED DISPOSITIVE POWER

20,337,725

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

67,047,633 (see items 3, 4 and 5)\*\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

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49.2%\*\*

14 TYPE OF REPORTING PERSON

OO (Limited Liability Company)

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1 NAMES OF REPORTING PERSONS

NGP Natural Resources X, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 67,047,633 (see items 3, 4 and 5)\* SOLE DISPOSITIVE POWER

PERSON

WITH -0-

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PN (Limited Partnership)

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1 NAMES OF REPORTING PERSONS

NGP X Parallel Holdings, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

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3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

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Delaware

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REPORTING 9 67,047,633 (see items 3, 4 and 5)\* SOLE DISPOSITIVE POWER

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WITH -0-

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1 NAMES OF REPORTING PERSONS

G.F.W. Energy X, L.P.

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1 NAMES OF REPORTING PERSONS

GFW X, L.L.C.

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1 NAMES OF REPORTING PERSONS

Natural Gas Partners IX, L.P.

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