

Rice Energy Inc.
Form 3
January 31, 2014

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

OMB APPROVAL

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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 | |
| Alpha Natural Resources, Inc. | | | (Month/Day/Year) | | Rice Energy Inc. [RICE] | |
| (Last) | (First) | (Middle) | 01/29/2014 | | 4. Relationship of Reporting Person(s) to Issuer | |
| ONE ALPHA PLACE, P.O. BOX 16429 | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) | | | | | (Check all applicable) | |
| BRISTOL, VA 24209 | | | | | <input checked="" 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) | | | 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 | 9,523,810 ⁽²⁾ ⁽³⁾ | I ⁽⁴⁾ | See Explanation of Responses ⁽¹⁾ <u>(2)</u> <u>(3)</u> |

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

SEC 1473 (7-02)

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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) |
|---------------------|--------------------|-------|----------------------------------|----------|--|
|---------------------|--------------------|-------|----------------------------------|----------|--|

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/ Williams L. Phillips III, Assistant Secretary, on behalf of Alpha Natural Resources, Inc. | 01/31/2014 |
|---|------------|

__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) 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").

(2) 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").

(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 9,523,810 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. 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.