

Rice Energy Inc.  
Form SC 13D/A  
November 26, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

**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)**

**November 17, 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).

CUSIP No. 762760106

Page 2 of 28 Pages

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

reporting 9 66,847,633 (see items 3, 4 and 5)\*  
Sole dispositive power

person

with 20,300,923

10 Shared dispositive power

-0-

11 Aggregate amount beneficially owned by each reporting person

66,847,633 (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

49.1%\*\*

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 each Reporting Person and by the Other Reporting Person (as defined below) pursuant to the Stockholders' Agreement (as defined below).

\*\* The calculation is based on 136,280,766 shares of Common Stock of the Issuer (as defined below), which are the number of shares of Common Stock of the Issuer outstanding based on the Issuer's Quarterly Report on Form 10-Q filed on November 12, 2014 with the Securities and Exchange Commission (the "SEC").

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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 -0-  
9 Sole dispositive power

person

with -0-

10 Shared dispositive power

-0-

11 Aggregate amount beneficially owned by each reporting person

-0-

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

0%

14 Type of reporting person

PN (Limited Partnership)

CUSIP No. 762760106

Page 4 of 28 Pages

1 Names of reporting persons

Rice Energy Irrevocable Trust\*

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

Massachusetts

Number of 7 Sole voting power

shares

beneficially -0-

8 Shared voting power

owned by

each

reporting 9 66,847,633 (see items 3, 4 and 5)  
Sole dispositive power

person

with -0-

10 Shared dispositive power

19,800,000\*\*

11 Aggregate amount beneficially owned by each reporting person

66,847,633 (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

49.1%\*\*\*\*

14 Type of reporting person

OO (Trust)

\* Kathleen L. Peto and Jay D. Rosenbaum are co-trustees of the Rice Energy Irrevocable Trust.

\*\* 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 each Reporting Person and by the Other Reporting Person (as defined below) pursuant to the Stockholders Agreement (as defined below).

\*\*\* The calculation is based on 136,280,766 shares of Common Stock of the Issuer (as defined below), which are the number of shares of Common Stock of the Issuer outstanding based on the Issuer's Quarterly Report on Form 10-Q filed on November 12, 2014 with the SEC.



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1 Names of reporting persons

Kathleen L. Peto

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

USA

Number of 7 Sole voting power

shares

beneficially -0-

8 Shared voting power

owned by

each

reporting 9 66,847,633 (see items 3, 4 and 5)\*  
Sole dispositive power

person

with -0-

10 Shared dispositive power

19,800,000\*\*

11 Aggregate amount beneficially owned by each reporting person

66,847,633 (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

49.1%\*\*\*

14 Type of reporting person

IN

- \* All of these shares of Common Stock (as defined below) of the Issuer are held by the Rice Energy Irrevocable Trust, of which Ms. Peto is a trustee. 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 each Reporting Person and by the Other Reporting Person (as defined below) pursuant to the Stockholders Agreement (as defined below).
- \*\* Does not include the 2,556,844 shares of Common Stock (as defined below) of the Issuer owned by the spouse of Ms. Peto, Daniel J. Rice III. Ms. Peto disclaims beneficial ownership of the shares held by Daniel J. Rice III.
- \*\*\* The calculation is based on 136,280,766 shares of Common Stock of the Issuer (as defined below), which are the number of shares of Common Stock of the Issuer outstanding based on the Issuer's Quarterly Report on Form 10-Q filed on November 12, 2014 with the SEC.

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1 Names of reporting persons

Jay D. Rosenbaum

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

USA

Number of 7 Sole voting power

shares

beneficially -0-

8 Shared voting power

owned by

each

reporting 9 66,847,633 (see items 3, 4 and 5)\*  
Sole dispositive power

person

with -0-

10 Shared dispositive power

19,800,000

11 Aggregate amount beneficially owned by each reporting person

66,847,633 (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

49.1%\*\*

14 Type of reporting person

IN

\* All of these shares of Common Stock are held by the Rice Energy Irrevocable Trust, of which Mr. Rosenbaum is a trustee. 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 each Reporting Person and by the Other Reporting Person (as defined below) pursuant to the Stockholders Agreement (as defined below).

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Page 7 of 28 Pages

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 -0-  
9 Sole dispositive power

person

with -0-

10 Shared dispositive power

-0-

11 Aggregate amount beneficially owned by each reporting person

-0-

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

0%

14 Type of reporting person

OO (Limited Liability Company)

CUSIP No. 762760106

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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

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 66,847,633 (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

66,847,633 (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

49.1%\*\*

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)

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 66,847,633 (see items 3, 4 and 5)\*  
Sole dispositive power

person

with -0-

10 Shared dispositive power

20,337,725

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49.1%\*\*

14 Type of reporting person

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)

(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 66,847,633 (see items 3, 4 and 5)\*  
Sole dispositive power

person

with -0-

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1 Names of reporting persons

G.F.W. Energy 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)

OO

5 Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

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Delaware

Number of 7 Sole voting power

shares

beneficially -0-

8 Shared voting power

owned by

each

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Page 12 of 28 Pages

1 Names of reporting persons

GFW X, L.L.C.

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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Delaware

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with -0-

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49.1%\*\*

14 Type of reporting person

OO (Limited Liability Company)

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1 Names of reporting persons

Natural Gas Partners IX, 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)

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 66,847,633 (see items 3, 4 and 5)\*  
Sole dispositive power

person

with -0-

10 Shared dispositive power

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49.1%\*\*

14 Type of reporting person

PN (Limited Partnership)

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1 Names of reporting persons

NGP IX Offshore Holdings, 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)

OO

5 Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

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Delaware

Number of 7 Sole voting power

shares

beneficially -0-

8 Shared voting power

owned by

each

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Sole dispositive power

person

with -0-

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14 Type of reporting person

PN (Limited Partnership)

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1 Names of reporting persons

G.F.W. ENERGY IX, 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)

OO

5 Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

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Delaware

Number of 7 Sole voting power

shares

beneficially -0-

8 Shared voting power

owned by

each

reporting 9 66,847,633 (see items 3, 4 and 5)\*  
Sole dispositive power

person

with -0-

10 Shared dispositive power

20,337,725

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66,847,633 (see items 3, 4 and 5)\*\*

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13 Percent of class represented by amount in Row 11

49.1%\*\*

14 Type of reporting person

PN (Limited Partnership)

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CUSIP No. 762760106

Page 16 of 28 Pages

1 Names of reporting persons

GFW IX, L.L.C.

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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Delaware

Number of 7 Sole voting power

shares

beneficially -0-

8 Shared voting power

owned by

each

reporting 9 66,847,633 (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

66,847,633 (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

49.1%\*\*

14 Type of reporting person

OO (Limited Liability Company)

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1 Names of reporting persons

NGP Energy Capital Management, L.L.C.

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 66,847,633 (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

66,847,633 (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

49.1%\*\*

14 Type of reporting person

OO (Limited Liability Company)

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**This Amendment No. 2 ( Amendment No. 2 ) to Schedule 13D amends and supplements the Schedule 13D originally filed by the Reporting Persons (as defined below) on February 10, 2014, as amended by Amendment No. 1 to Schedule 13D filed by the Reporting Persons (as defined below) on August 21, 2014 (the Schedule 13D ) relating to the common stock, par value \$0.01 per share (the Common Stock ), of Rice Energy Inc., a Delaware corporation (the Issuer ). Capitalized terms used herein but not defined herein shall have the meaning ascribed to them in the Schedule 13D. This Amendment No. 2 amends the Schedule 13D as specifically set forth herein.**

**Item 1. Security and Issuer**

This Amendment No. 2 relates to the Common Stock of the Issuer. The principal executive offices of the Issuer are located at 400 Woodcliff Drive, Canonsburg, Pennsylvania 15317.

**Item 2. Identity and Background**

The information set forth in or incorporated by reference in Item 4 and Schedule I of this Amendment No. 2 is incorporated by reference in its entirety into this Item 2. Rice Holdings, Rice Energy Family Holdings, LP, Rice Energy Irrevocable Trust, Kathleen L. Peto, Jay D. Rosenbaum, Rice Energy Management LLC, NGP Holdings, Natural Gas IX, NGP IX, GFW Energy IX, GFW IX, NGP X, GFW Energy X, GFW X and NGP ECM are collectively referred to as the Reporting Persons.

This Item 2 shall be deemed to amend and restate Item 2 in its entirety:

(a),(f) This Amendment No. 2 is being filed jointly by each of the following persons:

- (i) Rice Energy Holdings LLC, a Delaware limited liability company ( Rice Holdings );
- (ii) Rice Energy Family Holdings, LP, a Delaware limited partnership ( Rice Partners );
- (iii) Rice Energy Irrevocable Trust, a Massachusetts trust ( Rice Energy Irrevocable Trust and, together with Rice Holdings, the Rice Entities );
- (iv) Kathleen L. Peto, a co-trustee of the Rice Energy Irrevocable Trust;
- (v) Jay D. Rosenbaum, a co-trustee of the Rice Energy Irrevocable Trust;
- (vi) Rice Energy Management LLC, a Delaware limited liability company ( Rice Management );
- (vii) NGP Rice Holdings LLC, a Delaware limited liability company ( NGP Holdings );

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- (viii) Natural Gas Partners IX, L.P., a Delaware limited partnership ( Natural Gas IX );
  
- (ix) NGP IX Offshore Holdings, L.P., a Delaware limited partnership ( NGP IX Offshore, and together with Natural Gas IX, NGP IX );
  
- (x) G.F.W. Energy IX, L.P., a Delaware limited partnership ( GFW Energy IX );
  
- (xi) GFW IX, L.L.C., a Delaware limited liability company ( GFW IX );
  
- (xii) NGP Natural Resources X, L.P., a Delaware limited partnership ( NGP Natural X );
  
- (xiii) NGP X Parallel Holdings, L.P., a Delaware limited partnership ( NGP Parallel, and together with NGP Natural X, NGP X );

(xiv) G.F.W. Energy X, L.P., a Delaware limited partnership ( GFW Energy X ),

(xv) GFW X, L.L.C., a Delaware limited liability company ( GFW X ); and

(xvi) NGP Energy Capital Management, L.L.C., a Texas limited liability company ( NGP ECM ). Rice Holdings, Rice Partners, Rice Energy Irrevocable Trust, Kathleen L. Peto, Jay D. Rosenbaum, Rice Management, NGP Holdings, Natural Gas IX, NGP IX, GFW Energy IX, GFW IX, NGP X, GFW Energy X, GFW X and NGP ECM are collectively referred to as the Reporting Persons. The Reporting Persons have entered into a Joint Filing Agreement, dated as of November 25, 2014, a copy of which is attached hereto as Exhibit A.

(b) The address of the principal office of Rice Holdings, Rice Partners and Rice Management is 400 Woodcliff Drive, Canonsburg, Pennsylvania 15317. The address of the principal office of Rice Energy Irrevocable Trust and Jay D. Rosenbaum is c/o Nixon Peabody LLP, 100 Summer Street, Boston, Massachusetts 02110. The address of Kathleen L. Peto is 340 Brook Road, Milton, Massachusetts 02186. The address of the principal office of NGP Holdings, Natural Gas IX, NGP IX, GFW Energy IX, GFW IX, NGP X, GFW Energy X, GFW X and NGP ECM (collectively, the NGP Entities ) is 5221 N. O Connor Boulevard, Suite 1100, Irving, Texas 75039.

(c) The name, residence or business address, present principal occupation or employment and citizenship of each director, executive officer, trustees, general partners, managing members and control persons, as applicable, of each of the Reporting Persons are listed on Schedule I hereto.

(i) Rice Holdings principal business is to hold shares of Common Stock;

(ii) Rice Partners principal business was to hold shares of Common Stock;

(iii) Rice Management s principal business was to hold general partner interests in Rice Partners;

(iv) Rice Energy Irrevocable Trust s principal business is as a trust for the benefit of the children and descendants of Daniel J. Rice III, a member of the Issuer s board of directors, and Kathleen L. Peto, a co-trustee of the trust;

(v) NGP Holdings principal business is to hold shares of Common Stock;

(vi) Natural Gas IX is a fund managed by NGP ECM whose primary business activity is investing in various companies, including NGP Holdings;

(vii) NGP IX Offshore is a fund managed by NGP ECM whose primary business activity is investing in various companies, including NGP Holdings;

- (viii) GFW Energy IX's principal business is to hold general partner interests in NGP IX;
- (ix) GFW IX's principal business is to hold general partner interests in GFW Energy IX;
- (x) NGP Natural X is a fund managed by NGP ECM whose primary business activity is investing in various companies, including NGP Holdings;
- (xi) NGP Parallel is a fund managed by NGP ECM whose primary business activity is investing in various companies, including NGP Holdings;
- (xii) GFW Energy X's principal business is to hold general partner interests in NGP X;
- (xiii) GFW X's principal business is to hold general partner interests in GFW Energy X; and
- (xiv) NGP ECM's principal business is to manage various private investment funds, including NGP IX and NGP X.

(d) During the last five years, none of the Reporting Persons or the persons named in Schedule I, has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).

(e) During the last five years, none of the Reporting Persons or the persons named in Schedule I, was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding has been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, U.S. federal or state securities laws or finding any violations with respect to such laws.

**Item 3. Source and Amount of Funds or Other Consideration**

Not applicable.

**Item 4. Purpose of Transaction**

Item 4 is hereby amended and supplemented by the following:

The information set forth in or incorporated by reference in Item 2, Item 5 and Schedule I of this Amendment No. 2 is incorporated by reference in its entirety into this Item 4.

In connection with the consummation of the Issuer's initial public offering (the "IPO") on January 29, 2014, Rice Holdings and NGP Holdings entered into a stockholders' agreement (as amended on August 8, 2014, the "Stockholders Agreement") with the Issuer, Rice Partners and Alpha Natural Resources, Inc. ("Alpha"). Pursuant to the Stockholders Agreement, each of Rice Holdings, NGP Holdings and Alpha has the right to designate a certain number of nominees to the Issuer's Board of Directors, subject to the limitations and conditions set forth therein, including the ownership of a specified percentage of the outstanding shares of Common Stock. As of the date of this filing, only Rice Holdings and NGP Holdings have the right to designate a certain number of nominees to the Issuer's board of directors. The Stockholders' Agreement also requires the stockholders party thereto to take all necessary actions, including voting their shares of Common Stock, to cause the election of the nominees designated by Rice Holdings and NGP Holdings. As a result, the parties thereto may be deemed to be members of a group for the purposes of Section 13(d)(3) of the Exchange Act and the Reporting Persons may be deemed to beneficially own the shares of Common Stock of the Issuer beneficially owned by each Reporting Person and may be deemed to beneficially own the 6,408,985 shares of Common Stock of the Issuer beneficially owned by Foundation PA Coal Company, LLC, an indirect wholly owned subsidiary of Alpha (the "Other Reporting Person"), as reported on a Schedule 13D filed by the Other Reporting Person with the SEC on February 10, 2014, as amended by Amendment No. 1 to the Schedule 13D filed by the Other Reporting Person with the SEC on August 21, 2014, and as further amended by Amendment No. 2 to the Schedule 13D filed by the Other Reporting Person with the SEC on November 25, 2014 (as amended, the "Other Reporting Person's Amended Schedule 13D"). On November 6, 2014, the board of directors of the Issuer accepted the resignations, effective immediately, of Alpha's designated director, Kevin S. Crutchfield and one of NGP Holdings designated directors, Chris G. Carter.

On November 17, 2014, Rice Partners made a pro rata liquidating distribution pursuant to its Agreement of Limited Partnership dated as of February 9, 2007. Prior to the dissolution of Rice Partners, (i) Rice Management was the general partner of Rice Partners, and owned a 1.0% general partnership interest in Rice Partners and (ii) the Rice Energy Irrevocable Trust owned a 99.0% limited partnership interest in Rice Partners. Following the dissolution and liquidation of Rice Partners, on November 18, 2014, Rice Management made a pro rata liquidating distribution pursuant to its Limited Liability Company Agreement dated as of February 8, 2007 to its sole member, Daniel J. Rice III. As a result of the pro rata liquidating distributions by Rice Partners and Rice Management, the 20,000,000 shares of Common Stock beneficially owned by Rice Partners was distributed to the Rice Energy Irrevocable Trust and

Daniel J. Rice III in the amounts of 19,800,000 shares and 200,000 shares, respectively.

On November 17, 2014, Rice Partners and the Rice Energy Irrevocable Trust entered into an Agreement of Assignment and Assumption, pursuant to which Rice Partners assigned all of its rights and obligations under the Stockholders Agreement to the Rice Energy Irrevocable Trust. The shares held by the Rice Energy Irrevocable



Trust are for the benefit of the children of Daniel J. Rice III and his descendants. Daniel J. Rice III is the spouse of Kathleen L. Peto who is a trustee of the Rice Energy Irrevocable Trust. Daniel J. Rice III has beneficial ownership of 2,556,844 shares of Common Stock of the Issuer. Kathleen L. Peto disclaims beneficial ownership of the shares held by Daniel J. Rice III.

Except as set forth above in this Item 4, as amended and supplemented, the Reporting Persons and persons named in Schedule I have no present plans or proposals which would result in or relate to any of the transactions described in paragraphs (a) through (i) of Item 4 of Schedule 13D.

**Item 5. Interest in Securities of the Issuer**

Item 5 is hereby amended and restated by the following:

The information contained in rows 7, 8, 9, 10, 11 and 13 on the cover pages of this Amendment No. 2 and the information set forth or incorporated by reference in Items 2, 3, 4, 6 and Schedule I are hereby incorporated herein by reference.

(a)-(b) The following disclosure assumes that there are a total of 136,280,766 shares of Common Stock of the Issuer, based on the Issuer's Quarterly Report on Form 10-Q filed on November 12, 2014 with the SEC.

Pursuant to Rule 13d-3 of the Act, the Reporting Persons may be deemed to beneficially own 66,847,633 shares of Common Stock of the Issuer, which constitutes approximately 49.1% of the outstanding Common Stock of the Issuer.

Except as set forth in this Item 5 or Schedule I, none of the persons named in Item 2 or Schedule I beneficially owns shares of Common Stock of the Issuer.

(c) As reported on the Other Reporting Person's Amended Schedule 13D, the Other Reporting Person owns 6,408,985 shares of Common Stock.

Except as set forth in this Item 5, none of the Reporting Persons or the persons named in Schedule I has effected any transaction in shares of the Issuer's Common Stock during the past 60 days. Except as set forth in this Item 5 or incorporated by reference, the Other Reporting Person, to the Reporting Persons' knowledge based on the Other Reporting Person's Amended Schedule 13D, as amended, has not effected any transaction in shares of the Issuer's Common Stock during the past 60 days. Except as set forth in this Item 5, none of the persons named in Schedule I has effected any transaction in shares of the Issuer's Common Stock during the past 60 days.

(d) To the Reporting Persons' best knowledge, no person other than the Reporting Persons, the Other Reporting Person or the persons named in Schedule I has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities beneficially owned by such persons.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

The information set forth or incorporated in Item 4 is hereby incorporated herein by reference.

A portion of the shares of the Common Stock of the Issuer owned by the Rice Energy Irrevocable Trust may be held in margin accounts, subject to applicable federal margin regulations, stock exchange regulations and the various

brokerage firms credit policies.

**Item 7. Material to Be Filed as Exhibits**

1. Stockholders Agreement, dated as of January 29, 2014, among Rice Energy Inc, NGP Rice Holdings, LLC, Rice Energy Holdings LLC, Rice Energy Family Holdings, LP and Alpha Natural Resources, Inc.

(incorporated by reference to Exhibit 4.1 of Rice Energy Inc.'s Current Report on Form 8-K (File No. 001-36273) filed with the SEC on February 4, 2014) and the First Amendment to Stockholders' Agreement, dated as of August 8, 2014 (incorporated by reference to Exhibit 4.5 of Rice Energy Inc.'s Quarterly Report on Form 10-Q (File No. 001-36273) filed with the SEC on August 11, 2014)

2. Master Reorganization Agreement, dated as of January 23, 2014, by and among Rice Energy Family Holdings, LP, NGP RE Holdings, L.L.C., NGP RE Holdings II, L.L.C., Daniel J. Rice III, Rice Drilling B LLC, Rice Merger LLC, Rice Energy Appalachia, LLC, each of the persons holding incentive units representing interests in Rice Energy Appalachia, LLC, Rice Energy Inc., Rice Energy Holdings LLC, and NGP Rice Holdings LLC (incorporated by reference to Exhibit 10.1 of Rice Energy Inc.'s Current Report on Form 8-K (File No. 001-36273) filed with the SEC on January 29, 2014)
3. Registration Rights Agreement, dated as of January 29, 2014, among Rice Energy Inc., NGP Rice Holdings, LLC, Rice Energy Holdings LLC, Rice Energy Family Holdings, LP and Foundation PA Coal Company, LLC (incorporated by reference to Exhibit 4.2 of Rice Energy Inc.'s Current Report on Form 8-K (File No. 001-36273) filed with the SEC on February 4, 2014)
4. Agreement of Assignment and Assumption, dated as of November 17, 2014, by and between Rice Energy Family Holdings, LP and Rice Energy Irrevocable Trust.
5. Joint Filing Agreement among the Reporting Persons regarding filing of Schedule 13D, dated November 25, 2014

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 25, 2014

**RICE ENERGY HOLDINGS LLC**

/s/ William E. Jordan  
Name: William E. Jordan  
Title: Attorney-in-Fact

**RICE ENERGY FAMILY HOLDINGS, LP**

/s/ William E. Jordan  
Name: William E. Jordan  
Title: Attorney-in-Fact

**RICE ENERGY MANAGEMENT LLC**

/s/ William E. Jordan  
Name: William E. Jordan  
Title: Attorney-in-Fact

**RICE ENERGY IRREVOCABLE TRUST**

/s/ Kathleen L. Peto  
Name: Kathleen L. Peto  
Title: Co-Trustee

/s/ Jay D. Rosenbaum  
Name: Jay D. Rosenbaum  
Title: Co-Trustee

**KATHLEEN L. PETO**

/s/ Kathleen L. Peto  
Name: Kathleen L. Peto  
Title: Co-Trustee

**JAY D. ROSENBAUM**

/s/ Jay D. Rosenbaum  
Name: Jay D. Rosenbaum  
Title: Co-Trustee



**NGP RICE HOLDINGS LLC**

By: NGP RE Holdings, L.L.C., its member

By: NGP IX US Holdings, LP, its member

By: NGP IX Holdings GP, LLC, its general partner

/s/ Tony R. Weber

Name: Tony R. Weber

Title: Authorized Person

**NATURAL GAS PARTNERS IX, L.P.**

By: G.F.W. Energy IX, L.P., its general partner

By: GFW IX, L.L.C., its general partner

/s/ Tony R. Weber

Name: Tony R. Weber

Title: Authorized Member

**NGP IX OFFSHORE HOLDINGS, L.P.**

By: G.F.W. Energy IX, L.P., its general partner

By: GFW IX, L.L.C., its general partner

/s/ Tony R. Weber

Name: Tony R. Weber

Title: Authorized Member

**G.F.W. ENERGY IX, L.P.**

By: GFW IX, L.L.C., its general partner

/s/ Tony R. Weber

Name: Tony R. Weber

Title: Authorized Member

**GFW IX, L.L.C.**

/s/ Tony R. Weber

Name: Tony R. Weber

Title: Authorized Member

**NGP NATURAL RESOURCES X, L.P.**

By: G.F.W. Energy X, L.P., its general partner

By: GFW X, L.L.C., its general partner

/s/ Tony R. Weber

Name: Tony R. Weber

Title: Authorized Member

**NGP X PARALLEL HOLDINGS, L.P.**

By: G.F.W. Energy X, L.P., its general partner

By: GFW X, L.L.C., its general partner

/s/ Tony R. Weber

Name: Tony R. Weber

Title: Authorized Member

**G.F.W. ENERGY X, L.P.**

By: GFW X, L.L.C., its general partner

/s/ Tony R. Weber

Name: Tony R. Weber

Title: Authorized Member

**GFW X, L.L.C.**

/s/ Tony R. Weber

Name: Tony R. Weber

Title: Authorized Member

**NGP ENERGY CAPITAL  
MANAGEMENT, L.L.C.**

/s/ Tony R. Weber

Name: Tony R. Weber

Title: Chief Operating Officer



**SCHEDULE I**

This Schedule I shall be deemed to amend and restate Schedule I in its entirety:

The name, business address and shares beneficially owned of each of the executive officers and directors of Rice Energy Holdings LLC, Rice Energy Family Holdings, LP, Rice Energy Management LLC, Rice Energy Irrevocable Trust, NGP Rice Holdings LLC, Natural Gas Partners IX, L.P., NGP IX Offshore Holdings, L.P., G.F.W. Energy IX, L.P., GFW IX, L.L.C., NGP Natural Resources X, L.P., NGP X Parallel Holdings, L.P., G.F.W. Energy X, L.P., GFW X, L.L.C. and NGP Energy Capital Management, L.L.C. are set forth below. The present principal occupation or employment of each of the executive officer and directors of Rice Energy Holdings LLC, Rice Energy Management LLC, Rice Energy Irrevocable Trust, NGP Rice Holdings LLC, Natural Gas Partners IX, L.P., NGP IX Offshore Holdings, L.P., G.F.W. Energy IX, L.P., GFW IX, L.L.C., NGP Natural Resources X, L.P., NGP X Parallel Holdings, L.P., G.F.W. Energy X, L.P., GFW X, L.L.C. and NGP Energy Capital Management, L.L.C. are also set forth below (outside of similar positions held with respect to other entities directly or indirectly managed or advised by the Issuer, Rice Holdings or NGP Holdings).

**Rice Energy Holdings LLC**

<b>Present Principal</b>			<b>Beneficial</b>	
<b>Name</b>	<b>Occupation or Employment</b>	<b>Business Address</b>	<b>Citizenship</b>	<b>Ownership of Shares</b>
Daniel J. Rice IV	Manager, Chief Executive Officer	(1)	United States	25,009
Toby Z. Rice	Manager, President and Chief Operating Officer	(1)	United States	27,594
Derek A. Rice	Vice President of Exploration & Geology	(1)	United States	25,009
Grayson T. Lisenby	Vice President and Chief Financial Officer	(1)	United States	23,088
James W. Rogers	Vice President, Chief Accounting & Administrative Officer, Treasurer	(1)	United States	23,088
William E. Jordan	Vice President, General Counsel and Corporate Secretary	(1)	United States	36,375
Daniel J. Rice III	Manager	(1)	United States	2,556,844*

\* Does not include 19,800,000 shares of Common Stock of the Issuer are beneficially owned by Mr. Rice's spouse, Kathleen L. Peto, as Trustee for Rice Energy Irrevocable Trust. Mr. Rice disclaims beneficial ownership of such shares.

**Rice Energy Family Holdings, LP**

<b>Present Principal</b>			<b>Beneficial</b>	
<b>Name</b>	<b>Occupation or Employment</b>	<b>Business Address</b>	<b>Citizenship</b>	<b>Ownership of Shares</b>
Rice Energy Management LLC		See below		

**Rice Energy Management LLC**

<b>Name</b>	<b>Present Principal Occupation or Employment</b>	<b>Business Address</b>	<b>Citizenship</b>	<b>Beneficial Ownership of Shares</b>
Daniel J. Rice III	Manager	(1)	United States	2,556,844*

\* Does not include 19,800,000 shares of Common Stock of the Issuer are beneficially owned by Mr. Rice's spouse, Kathleen L. Peto, as Trustee for Rice Energy Irrevocable Trust. Mr. Rice disclaims beneficial ownership of such shares.

**NGP Rice Holdings LLC**

Name	Present Principal			Citizenship	Beneficial Ownership of Shares
	Occupation or Employment	Business Address			
Scott Gieselman	Manager	(2)		United States	40,000
Chris Carter	Manager	(2)		United States	
Cameron Dunn	Manager	(2)		United States	

**Natural Gas Partners IX, L.P.**

Name	Present Principal			Citizenship	Beneficial Ownership of Shares
	Occupation or Employment	Business Address			
N/A					

**NGP IX Offshore Holdings, L.P.**

Name	Present Principal			Citizenship	Beneficial Ownership of Shares
	Occupation or Employment	Business Address			
N/A					

**G.F.W. Energy IX, L.P.**

Name	Present Principal			Citizenship	Beneficial Ownership of Shares
	Occupation or Employment	Business Address			
N/A					

**GFW IX, L.L.C.**

Name	Present Principal			Citizenship	Beneficial Ownership of Shares
	Occupation or Employment	Business Address			
N/A					

**NGP Natural Resources X, L.P.**

Name	Present Principal			Citizenship	Beneficial Ownership of Shares
	Occupation or Employment	Business Address			
N/A					

**NGP X Parallel Holdings, L.P.**

<b>Name</b>	<b>Present Principal Occupation or Employment</b>	<b>Business Address</b>	<b>Citizenship</b>	<b>Beneficial Ownership of Shares</b>
N/A				

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

<b>Name</b>	<b>Present Principal Occupation or Employment</b>	<b>Business Address</b>	<b>Citizenship</b>	<b>Beneficial Ownership of Shares</b>
N/A				

**GFW X, L.L.C.**

<b>Name</b>	<b>Present Principal Occupation or Employment</b>	<b>Business Address</b>	<b>Citizenship</b>	<b>Beneficial Ownership of Shares</b>
N/A				

**NGP Energy Capital Management, L.L.C.**

<b>Name</b>	<b>Present Principal Occupation or Employment</b>	<b>Business Address</b>	<b>Citizenship</b>	<b>Beneficial Ownership of Shares</b>
Kenneth A. Hersh	Chief Executive Officer	(2)	United States	
Tony R. Weber	Chief Operating Officer	(2)	United States	
Jill W. Lampert	Chief Financial & Administrative Officer	(2)	United States	

(1) 400 Woodcliff Drive, Canonsburg, Pennsylvania 15317.

(2) 5221 N. O Connor Boulevard, Suite 1100, Irving, Texas 75039.

The name, principal occupation or employment, and business address of each of the trustees of Rice Energy Irrevocable Trust are set forth below.

**RICE ENERGY IRREVOCABLE TRUST**

**Present Principal**

<b>Name</b>	<b>Occupation or Employment</b>	<b>Business Address</b>	<b>Citizenship</b>
Kathleen L. Peto	Retired (Financial Services Industry)	340 Brook Road, Milton, MA 02186	United States
Jay D. Rosenbaum	Partner, Nixon Peabody LLP	c/o Nixon Peabody LLP, 100 Summer Street, Boston, MA 02110	United States