

EQT Midstream Partners, LP
Form 10-Q/A
June 18, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2018

or

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NUMBER 001-35574

EQT Midstream Partners, LP

(Exact name of registrant as specified in its charter)

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DELAWARE

(State or other jurisdiction of incorporation or organization)

37-1661577

(I.R.S. Employer Identification No.)

625 Liberty Avenue, Suite 1700, Pittsburgh, Pennsylvania

(Address of principal executive offices)

15222

(Zip code)

(412) 553-5700

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer
(Do not check if a
smaller reporting company)

Smaller Reporting Company
Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of March 31, 2018, there were 80,591,366 Common Units and 1,443,015 General Partner Units outstanding.

Explanatory Note

EQT Midstream Partners, LP (EQM) originally filed its Quarterly Report on Form 10-Q for the period ended March 31, 2018 (the Original Filing) with the Securities and Exchange Commission (SEC) on April 26, 2018. EQM is filing this Amendment No. 1 to its Quarterly Report on Form 10-Q (the Form 10-Q/A and, together with the Original Filing, the Form 10-Q) solely to re-file Exhibit 10.1 to the Original Filing in response to comments from the SEC in connection with EQM's request for confidential treatment of certain portions of the Third Amended and Restated Limited Liability Company Agreement of Mountain Valley Pipeline, LLC, dated as of April 6, 2018 and filed as Exhibit 10.1 to the Original Filing.

Except for the foregoing, this Form 10-Q/A does not amend the Original Filing in any way and does not modify or update any disclosures contained in the Original Filing, which continues to speak as of the date of the Original Filing (including, but not limited to, any forward-looking statements made in the Original Filing, which have not been revised to reflect events that occurred or facts that became known after the Original Filing, and such forward-looking statements should be read in their historical context). Accordingly, this Form 10-Q/A should be read in conjunction with the Original Filing and EQM's other filings made with the SEC subsequent to the Original Filing.

PART II. OTHER INFORMATION

Item 6. Exhibits

Exhibit No.	Document Description	Method of Filing
2.1	<u>Agreement and Plan of Merger, dated as of April 25, 2018, by and among EOT Midstream Partners, LP, EOT Midstream Services, LLC, EOM Acquisition Sub, LLC, EOM GP Acquisition Sub, LLC, Rice Midstream Partners LP, Rice Midstream Management LLC and, solely for purposes of certain provisions thereof, EOT Corporation. EOT Midstream Partners, LP will furnish supplementally a copy of any omitted schedule and similar attachment to the SEC upon request.</u>	Incorporated by reference herein to Exhibit 10.1 to Form 8-K (#001-35574) filed on April 26, 2018
2.2	<u>Contribution and Sale Agreement, dated as of April 25, 2018, by and among EOT Corporation, Rice Midstream Holdings LLC, EOT Midstream Partners, LP and EOM Gathering Holdings, LLC. EOT Midstream Partners, LP will furnish supplementally a copy of any omitted schedule and similar attachment to the SEC upon request.</u>	Incorporated by reference herein to Exhibit 10.1 to Form 8-K (#001-35574) filed on April 26, 2018
10.1	<u>Third Amended and Restated Limited Liability Company Agreement of Mountain Valley Pipeline, LLC, dated as of April 6, 2018, by and among MVP Holdco, LLC, US Marcellus Gas Infrastructure, LLC, WGL Midstream, Inc., Con Edison Gas Pipeline and Storage, LLC, RGC Midstream, LLC and Mountain Valley Pipeline, LLC. Specific items in this exhibit have been redacted, as marked by three asterisks [***], because confidential treatment for those items has been requested from the SEC. The redacted material has been separately filed with the SEC.</u>	Filed herewith as Exhibit 10.1
10.2	<u>364-Day Term Loan Agreement, dated as of April 25, 2018, by and among EOT Midstream Partners, LP, Wells Fargo Bank, National Association, as Administrative Agent and a lender, and the other lenders party thereto.</u>	Incorporated by reference herein to Exhibit 10.1 to Form 8-K (#001-35574) filed on April 26, 2018
31.1	<u>Rule 13(a)-14(a) Certification of Principal Executive Officer</u>	Filed herewith as Exhibit 31.1
31.2	<u>Rule 13(a)-14(a) Certification of Principal Financial Officer</u>	Filed herewith as Exhibit 31.2

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32	<u>Section 1350 Certification of Principal Executive Officer and Principal Financial Officer</u>	Previously filed
101	Interactive Data File	Previously filed

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Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 on Form 10-Q/A to be signed on its behalf by the undersigned thereunto duly authorized.

EQT Midstream Partners, LP
(Registrant)

By: EQT Midstream Services, LLC, its General Partner

By: */s/ Robert J. McNally*
Robert J. McNally
Senior Vice President and Chief Financial Officer

Date: June 18, 2018