

EQT Corp  
Form SC 13D/A  
August 14, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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SCHEDULE 13D/A

INFORMATION TO BE INCLUDED IN  
STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS  
THERE TO FILED PURSUANT TO  
RULE 13d-2(a)

Under the Securities Exchange Act of 1934  
(Amendment No. 3)

EQT Corporation  
(Name of Issuer)

Common Stock, no par value  
(Title of Class of Securities)

26884L109  
(CUSIP Number)

Eleazer Klein, Esq.

Marc Weingarten, Esq.  
919 Third Avenue  
New York, New York 10022  
(212) 756-2000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and  
Communications)

August 14, 2017  
(Date of Event which Requires  
Filing of this Schedule)

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 Rule 13d-1(e), 13d-1(f) or 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 Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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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).

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**1** NAME OF REPORTING PERSON

JANA PARTNERS LLC  
CHECK THE APPROPRIATE

**2** BOX IF A MEMBER OF (b) x A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** AF CHECK BOX IF DISCLOSURE OF LEGAL

**5** PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware SOLE VOTING POWER

**7** 10,017,129 Shares (including options to purchase 1,476,000 Shares) SHARED VOTING POWER

**8** NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**9** 0 SOLE DISPOSITIVE POWER

10,017,129  
Shares  
(including  
options to  
purchase  
1,476,000  
Shares)  
SHARED  
DISPOSITIVE  
POWER

10

0  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

10,017,129 Shares  
(including options to  
purchase 1,476,000  
Shares)

CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11)

12

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

13

5.8%  
TYPE OF REPORTING  
PERSON

14

IA

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**1** NAME OF REPORTING PERSONS

JONATHAN Z. COHEN  
CHECK THE APPROPRIATE

**2** BOX IF A MEMBER OF(b) x A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** PF (See Item 3) CHECK BOX IF DISCLOSURE OF LEGAL

**5** PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

United States  
SOLE VOTING POWER

**7** 75,000 Shares SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**8** 0 SOLE DISPOSITIVE POWER

**9** 75,000 Shares SHARED DISPOSITIVE POWER

**10** 0

<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
<b>12</b>	75,000 Shares CHECK IF THE AGGREGATE AMOUNT IN ROW (11)     .. EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)
<b>13</b>	
<b>14</b>	Less than 0.1% TYPE OF REPORTING PERSON  IN

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**1** NAME OF REPORTING PERSONS

DANIEL C. HERZ  
CHECK THE  
APPROPRIATE

**2** BOX IF A MEMBER OF (b) x A GROUP

**3** SEC USE ONLY  
**4** SOURCE OF FUNDS

PF (See Item 3)  
CHECK BOX  
IF  
DISCLOSURE  
OF LEGAL

**5** PROCEEDING IS  
REQUIRED  
PURSUANT  
TO ITEM

2(d) or 2(e)  
CITIZENSHIP OR  
PLACE OF  
**6** ORGANIZATION

United States

**7** SOLE  
VOTING  
POWER

NUMBER OF  
SHARES **8** 7,000 Shares  
SHARED  
VOTING  
POWER

BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH **9** 0  
SOLE  
DISPOSITIVE  
POWER

**10** 7,000 Shares  
SHARED  
DISPOSITIVE  
POWER

0

<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
<b>12</b>	7,000 Shares CHECK IF THE AGGREGATE AMOUNT IN ROW (11)     .. EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)
<b>13</b>	
<b>14</b>	Less than 0.1% TYPE OF REPORTING PERSON  IN



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**1** NAME OF REPORTING PERSONS

EDWARD E. COHEN

**2** CHECK THE APPROPRIATE BOX IF A

MEMBER OF (b) x

**3** A GROUP

SEC USE ONLY SOURCE OF FUNDS

**4** PF (See Item 3) CHECK BOX

IF

**5** DISCLOSURE OF LEGAL

PROCEEDING

IS

REQUIRED

PURSUANT

TO ITEM

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

**6** ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY

**7**

EACH

REPORTING

PERSON WITH

**8**

SOLE VOTING POWER

35,000 Shares

SHARED VOTING

POWER

0

SOLE

**9** DISPOSITIVE POWER

35,000 Shares

SHARED

**10** DISPOSITIVE POWER

35,000 Shares

SHARED

DISPOSITIVE

POWER

	0
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
<b>12</b>	35,000 Shares CHECK IF THE AGGREGATE AMOUNT IN ROW (11) .. EXCLUDES CERTAIN SHARES
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)
<b>14</b>	Less than 0.1% TYPE OF REPORTING PERSON  IN

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This Amendment No. 3 ("Amendment No.3") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on July 3, 2017 (the "Original Schedule 13D"), as amended by Amendment No. 1 filed with the SEC on July 5, 2017 ("Amendment No. 1") and Amendment No. 2 filed with the SEC on July 31, 2017 ("Amendment No. 2", and together with the Original Schedule 13D, Amendment No. 1 and this Amendment No. 3, the "Schedule 13D") with respect to the shares ("Shares") of common stock, no par value, of EQT Corporation, a Pennsylvania corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 3 shall have the meanings set forth in the Schedule 13D. This Amendment No. 3 amends Items 3, 4, 5(a), (b) and (c), 6 and 7 as set forth below.

**Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.**

The two first paragraphs of Item 3 of the Schedule 13D are hereby amended and restated in their entirety as follows:

The 10,134,129 Shares (including options to purchase 1,476,000 Shares) reported herein as beneficially owned by the Reporting Persons were acquired at an aggregate purchase price of approximately \$515.9 million.

The 10,017,129 Shares (including options to purchase 1,476,000 Shares) reported herein by JANA were acquired at an aggregate purchase price of approximately \$509.2 million. Such Shares were acquired with investment funds in accounts managed by JANA and margin borrowings described in the following sentence. Such Shares are held by the investment funds managed by JANA in commingled margin accounts, which may extend margin credit to JANA from time to time, subject to applicable federal margin regulations, stock exchange rules and credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the account. The margin accounts bear interest at a rate based upon the broker's call rate from time to time in effect. Because other securities are held in the margin accounts, it is not possible to determine the amounts, if any, of margin used to purchase the Shares reported herein.

**Item 4. PURPOSE OF TRANSACTION.**

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

On August 14, 2017, JANA sent a letter to the Issuer attached hereto as Exhibit H and incorporated herein by reference.

**Item 5. INTEREST IN SECURITIES OF THE COMPANY.**

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Paragraphs (a), (b) and (c) of Item 5 of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) The aggregate percentage of Shares reported to be beneficially owned by the Reporting Persons is based upon 173,327,000 Shares outstanding, which is the total number of Shares outstanding as of June 30, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2017, filed with the SEC on July 27, 2017.

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As of the close of business on the date hereof, JANA may be deemed to beneficially own 10,017,129 Shares (including options to purchase 1,476,000 Shares), representing approximately 5.8% of the Shares outstanding.

As of the close of business on the date hereof, Mr. J. Cohen may be deemed to beneficially own 75,000 Shares, representing less than 0.1% of the Shares outstanding.

As of the close of business on the date hereof, Mr. Herz may be deemed to beneficially own 7,000 Shares, representing less than 0.1% of the Shares outstanding.

As of the close of business on the date hereof, Mr. E. Cohen may be deemed to beneficially own 35,000 Shares, representing less than 0.1% of the Shares outstanding.

By virtue of the Nominee Agreements and the Cooperation Agreement, JANA, each of the Potential Nominees and Mr. E. Cohen may be deemed to have formed a "group" within the meaning of Section 13(d)(3) of the Exchange Act and may be deemed to beneficially own an aggregate of 10,134,129 Shares (including options to purchase 1,476,000 Shares), representing approximately 5.8% of the outstanding Shares. Each Potential Nominee expressly disclaims beneficial ownership of the Shares beneficially owned by JANA, each other Potential Nominee and Mr. E. Cohen. JANA expressly disclaims beneficial ownership of the Shares beneficially owned by each Potential Nominee and Mr. E. Cohen. Mr. E. Cohen expressly disclaims beneficial ownership of the Shares beneficially owned by JANA and each Potential Nominee.

(b) JANA has sole voting and dispositive power over the 10,017,129 Shares (including options to purchase 1,476,000 Shares), which power is exercised by the Principal. Mr. J. Cohen has sole voting and dispositive power over the 75,000 Shares beneficially owned by him. Mr. Herz has sole voting and dispositive power over the 7,000 Shares beneficially owned by him. Mr. E. Cohen has sole voting and dispositive power over the 35,000 Shares beneficially owned by him.

(c) Information concerning transactions in the Shares effected by JANA since the filing of Amendment No. 2 is set forth in Exhibit I hereto and is incorporated herein by reference. The other Reporting Persons did not effect any transactions in the Shares since the filing of Amendment No. 2.

**Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.**

The third paragraph of Item 6 of the Schedule 13D is hereby amended and restated in its entirety as follows:

JANA beneficially owns 14,760 call options for 1,476,000 Shares with strike prices ranging from \$45 - \$47.5. The call options expire on August 31, 2017.

**Item 7. MATERIAL TO BE FILED AS EXHIBITS.**

Item 7 of the Schedule 13D is being amended and supplemented by the addition of the following:

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Exhibit H: Letter dated August 14, 2017 sent by JANA to the Issuer.

Exhibit I: Transactions in the Shares effected since the Filing of Amendment No. 2.

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**SIGNATURES**

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

Dated: August 14, 2017

**JANA PARTNERS LLC**

By: /s/ Jennifer Fanjiang  
Name: Jennifer Fanjiang  
Title: General Counsel

/s/ Jonathan Z. Cohen  
**JONATHAN Z. COHEN**

/s/ Daniel C. Herz  
**DANIEL C. HERZ**

/s/ Edward E. Cohen  
**EDWARD E. COHEN**