EQT Corp
Form DFAN14A
February 05, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of

the Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

EQT CORPORATION

(Name of the Registrant as Specified In Its Charter)

Toby Z. Rice

Derek A. Rice

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

This filing contains a press release issued by Toby Z. Rice and Derek A. Rice on February 5, 2019. This filing also contains a copy of the presentation Toby Z. Rice and Derek A. Rice delivered to investors on February 5, 2019.

A copy of the press release and the presentation, along with a replay of the conference call held with investors is available at www.eqtpathforward.com.

IMPORTANT INFORMATION

Toby Z. Rice and Derek A. Rice, as well as certain of their affiliates, may file a proxy statement with the U.S. Securities and Exchange Commission (SEC) to solicit proxies from stockholders of EQT Corporation (EQT) for use at EQT s 2019 annual meeting of stockholders. TOBY Z. RICE AND DEREK A. RICE STRONGLY ADVISE ALL SECURITY HOLDERS OF EQT TO READ ANY SUCH PROXY STATEMENT IF AND WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION. Any such proxy statement, if and when filed, and any other relevant documents will be available at no charge on the SEC s website at http://www.sec.gov/.

PARTICIPANT INFORMATION

In accordance with Rule 14a-12(a)(1)(i) under the Securities Exchange Act of 1934, as amended, the following persons are, or may be deemed to be, participants in the potential proxy solicitation: Toby Z. Rice and Derek A. Rice. Toby Z. Rice holds a total of 400,000 shares of common stock, both directly and indirectly, in EQT, and Derek A. Rice holds a total of 272,651 shares of common stock, both directly and indirectly, in EQT. In addition, Toby Z. Rice and Derek A. Rice are potential beneficiaries of the Rice Energy 2016 Irrevocable Trust, which holds a total of 5,676,000 shares of EQT s common stock.

RICE TEAM DETAILS VALUE CREATION PLAN FOR EQT

Carnegie, PA, February 5, 2019 Toby Z. Rice and Derek A. Rice, shareholders of EQT Corporation (NYSE: EQT), today presented a detailed plan to improve operational performance and increase shareholder value at EQT. A presentation is now available on the Rice Team website www.eqtpathforward.com and the Rice Team will hold an investor call today at 10:00 A.M. ET to discuss its plan.

On the call, the Rice Team will address:

- Its analysis of EQT s 2019 plan and why this plan will not capture the company s full value
- How the Rice Team plans to transform EQT into the lowest-cost gas operator in the U.S. and generate at least $500 million in incremental free cash flow per year
- Rice s response to EQT s claims, highlighting Rice s confidence in delivering the results based on their track record & experience operating these assets
- Why EQT needs a reconstituted Board to oversee the required transformation

Interested parties may access the call as follows:

- Dial (866) 547-1509, using the conference ID 7147404
- Listen to a live webcast on the Rice Team website www.eqtpathforward.com
- A replay of the conference call will be available on the website beginning at 1:00 P.M. ET or by calling (404) 537-3406 and using conference ID 7147404

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