

EQT Corp  
Form SC 13D/A  
July 31, 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. 2)

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)

July 31, 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)

(Page 1 of 7 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 1,863,500 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  
1,863,500  
Shares)  
SHARED  
DISPOSITIVE  
POWER

10

0  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

10,017,129 Shares  
(including options to  
purchase 1,863,500  
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

**2** CHECK THE APPROPRIATE 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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**7**

SOLE VOTING POWER

75,000 Shares

SHARED VOTING POWER

**8**

0

SOLE DISPOSITIVE POWER

**9**

75,000 Shares

**10**

SHARED DISPOSITIVE POWER

	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

**5** DISCLOSURE OF LEGAL PROCEEDING IS

REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  
CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**7** SOLE VOTING POWER

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

0  
**9** SOLE DISPOSITIVE POWER

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

0  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

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)

12

13

Less than 0.1%%  
TYPE OF REPORTING  
PERSON

14

IN



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**1** NAME OF REPORTING PERSONS

EDWARD E. COHEN  
 CHECK THE  
 APPROPRIATE  BOX IF A  
**2** 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)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF  
 SHARES  
 BENEFICIALLY **7**  
 OWNED BY

SOLE  
 VOTING  
 POWER

EACH  
 REPORTING  
 PERSON WITH

35,000 Shares  
 SHARED  
 VOTING  
**8** POWER

**9** 0  
 SOLE  
 DISPOSITIVE  
 POWER

**10** 35,000 Shares

SHARED  
DISPOSITIVE  
POWER

0

11

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

12

35,000 Shares  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

13

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

14

Less than 0.1%  
TYPE OF REPORTING  
PERSON

IN

**CUSIP No. 26884L109 SCHEDULE 13D Page 6 of 7 Pages**

This Amendment No. 2 ("Amendment No. 2") 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 together with the Original Schedule 13D and this Amendment No. 2, 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. 2 shall have the meanings set forth in the Schedule 13D. This Amendment No. 2 amends Items 4, 5(c) and 7 as set forth below.

**Item 4. PURPOSE OF TRANSACTION.**

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

On July 31, 2017, JANA sent a letter to the Issuer attached hereto as Exhibit G and incorporated herein by reference.

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

Paragraph (c) of Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(c) There have been no transactions in the Shares effected by any of the Reporting Persons since the filing of Amendment No. 1.

**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:

Exhibit G: Letter dated July 31, 2017 sent by JANA to the Issuer.

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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: July 31, 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**