

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

5 6

Delaware

SOLE VOTING POWER

7 10,017,129 Shares (including

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

options to purchase 1,863,500 Shares) SHARED VOTING POWER

8 9 0 SOLE DISPOSITIVE POWER

10,017,129  
 Shares  
 (including  
 options to  
 purchase  
 1,863,500  
 Shares)  
 SHARED  
 DISPOSITIVE  
**10** POWER

**11** 0  
 AGGREGATE  
 AMOUNT  
 BENEFICIALLY  
 OWNED BY EACH  
 PERSON

**12** 10,017,129 Shares  
 (including options to  
 purchase 1,863,500  
 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** 5.8%  
 TYPE OF REPORTING  
 PERSON

IA

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1 NAME OF REPORTING PERSONS

2 JONATHAN Z. COHEN  
CHECK THE  
APPROPRIATE " " BOX IF A  
MEMBER OF (b) x  
A GROUP  
SEC USE ONLY

3 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  
ORGANIZATION

6 United States

NUMBER OF  
SHARES  
BENEFICIALLY 7  
OWNED BY

EACH  
REPORTING  
PERSON WITH 8  
75,000 Shares  
SHARED  
VOTING  
POWER

9 0  
SOLE  
DISPOSITIVE  
POWER

10 75,000 Shares  
SHARED  
DISPOSITIVE  
POWER

	0
	AGGREGATE
	AMOUNT
	BENEFICIALLY
11	OWNED BY EACH
	PERSON
	75,000 Shares
	CHECK IF THE
	AGGREGATE
	AMOUNT IN
12	ROW (11) ..
	EXCLUDES
	CERTAIN
	SHARES
	PERCENT OF CLASS
	REPRESENTED BY
13	AMOUNT IN ROW (11)
	(see Item 5)
	Less than 0.1%
	TYPE OF REPORTING
14	PERSON
	IN

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1 NAME OF REPORTING PERSONS

2 DANIEL C. HERZ  
CHECK THE  
APPROPRIATE " " ☒  
BOX IF A  
MEMBER OF (b) x  
A GROUP  
SEC USE ONLY

3 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  
6 ORGANIZATION

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH REPORTING PERSON WITH	United States	SOLE VOTING POWER
8	7,000 Shares	SHARED VOTING POWER
9	0	SOLE DISPOSITIVE POWER
10	7,000 Shares	SHARED DISPOSITIVE POWER

	0
	AGGREGATE
	AMOUNT
	BENEFICIALLY
11	OWNED BY EACH
	PERSON
	7,000 Shares
	CHECK IF THE
	AGGREGATE
	AMOUNT IN
12	ROW (11) ..
	EXCLUDES
	CERTAIN
	SHARES
	PERCENT OF CLASS
	REPRESENTED BY
13	AMOUNT IN ROW (11)
	(see Item 5)
	Less than 0.1%%
	TYPE OF REPORTING
14	PERSON
	IN



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1 NAME OF REPORTING PERSONS

EDWARD E. COHEN

CHECK THE APPROPRIATE

2 BOX IF A MEMBER OF (b) x A GROUP SEC USE ONLY

3 SOURCE OF FUNDS

4 PF (See Item 3)

CHECK BOX

IF

DISCLOSURE

OF LEGAL

PROCEEDING

5 IS

REQUIRED

PURSUANT

TO ITEM

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

6 ORGANIZATION

United States

NUMBER OF

SHARES

BENEFICIALLY 7

OWNED BY

EACH

REPORTING

PERSON WITH

8

SOLE

VOTING

POWER

35,000 Shares

SHARED

VOTING

POWER

0

SOLE

DISPOSITIVE

9

POWER

35,000 Shares

10

SHARED  
DISPOSITIVE  
POWER

0

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

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

12

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

13

Less than 0.1%  
TYPE OF REPORTING  
PERSON

14

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.

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

**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**