

CONE Midstream Partners LP
 Form 4/A
 February 06, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 CNX GAS CO LLC

2. Issuer Name and Ticker or Trading Symbol
 CONE Midstream Partners LP
 [CNNX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1000 CONSOL ENERGY DRIVE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/30/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

CANNONSBURG, PA 15317
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 10/01/2014

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| COMMON UNITS (LIMITED PARTNER INTERESTS) | 09/30/2014 | | A ⁽¹⁾⁽²⁾ | | 4,519,060 <u>(1)</u> <u>(2)</u> | D | <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| | | | | | \$ 0 | | 4,519,060 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title a Underlyi (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title |
| SUBORDINATED UNITS (LIMITED PARTNER INTERESTS) | (4) | 09/30/2014 | | A(1)(2) | 14,581,561 | (4) (4) | COMM UNI |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CNX GAS CO LLC 1000 CONSOL ENERGY DRIVE CANNONSBURG, PA 15317 | X | X | | |
| CONSOL Energy Inc 1000 CONSOL ENERGY DRIVE CANONSBURG, PA 15317 | X | X | | |
| CONE GATHERING LLC 1000 CONSOL ENERGY DRIVE CANONSBURG, PA 15317 | X | X | | |

Signatures

/s/ David M. Khani, SVP and CFO of CNX GAS COMPANY LLC 02/06/2015
 **Signature of Reporting Person Date

/s/ David M. Khani, EVP and CFO of CONSOL Energy Inc. 02/06/2015
 **Signature of Reporting Person Date

/s/ Joseph M. Fink, President of CONE Gathering LLC 02/06/2015
 **Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This amended Form 4 is jointly filed by (1) CONE Gathering LLC, a Delaware limited liability company ("CONE"), (2) CNX Gas Company LLC, a Virginia limited liability company ("CNX") and a 50% owner of CONE and (3) CONSOL Energy Inc., a Delaware corporation ("CONSOL") and the indirect parent of CNX, to correctly report that after the transactions discussed in footnote 2 the direct ownership of the Issuer's units is held by CNX while CONSOL holds an indirect interest in the reported units.

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- In connection with the formation transactions of the Issuer and the Issuer's initial public offering ("IPO"), CONE was issued 9,038,121 common units and 29,163,121 subordinated units in the Issuer. Immediately following the closing of the IPO, CONE distributed to CNX, as its 50% member, 4,519,060 common units and 14,581,561 subordinated units representing CNX's previous indirect ownership interest in the Issuer. Thus, CNX's indirect interest in the 4,519,060 common units and 14,581,561 subordinated units was converted to a direct interest upon such distribution by CONE. CONSOL is deemed to indirectly hold the units directly held by CNX. As a result of the distribution, CONE no longer has a pecuniary interest in these units.
- (2)
 - (3) Following the closing of the IPO and the distribution described above, CONE owns CONE Midstream GP LLC, which in turn owns: (i) the 2% general partner interest in the Issuer and (ii) incentive distribution rights in the Issuer.
 - (4) Each subordinated unit will convert into one common unit at the end of the subordination period, as described in the Registration Statement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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