

CONE Midstream Partners LP  
 Form 3  
 September 24, 2014

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â CONE GATHERING LLC		(Month/Day/Year)	CONE Midstream Partners LP [CNNX]	
(Last)	(First)	(Middle)	09/24/2014	
1000 CONSOL ENERGY DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CANONSBURG, Â PA Â 15317			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
COMMON UNITS (LIMITED PARTNER INTERESTS)	0 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	D <u>(1)</u>	Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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outstanding common units and subordinated units of the Issuer (assuming the underwriters do not exercise their option to purchase additional common units). CONSOL and Noble accordingly each will be deemed to indirectly beneficially own 5,831,560 common units (approximately 20% of the outstanding common units) and 14,581,560 subordinated units (50% of the outstanding subordinated units). CONTINUED IN FOOTNOTE 4.

- CONTINUED FROM FOOTNOTE 3. If the underwriters exercise in full their option, CONE will hold 9,038,120 common units and
- (4) 29,163,121 subordinated units, and CONSOL and Noble accordingly will each be deemed to indirectly beneficially own 4,519,060 and 14,581,560 subordinated units in this event.
  - (5) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.