

Midstates Petroleum Company, Inc.

Form 3

October 27, 2016

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated 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 *

Aronson Jeffrey

(Last)

(First)

(Middle)

375 PARK AVENUE, 12TH
FLOOR

(Street)

NEW YORK, NY 10152

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/21/2016

3. Issuer Name and Ticker or Trading Symbol

Midstates Petroleum Company, Inc. [MPO]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ 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 Stock, \$0.01 par value (the
"Common Stock") (1) (5) (6) (7) (8) (9)

963,592

D (1) (5) (6)
(7) (8) (9)

A

Common Stock

755,928

I

See footnotes (2) (5) (6) (7) (8) (9)

Common Stock

424,171

I

See footnotes (3) (5) (6) (7) (8) (9)

Common Stock

1,450,761

I

See footnotes (4) (5) (6) (7) (8) (9)

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)**

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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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Warrant	10/21/2016	11/11/2017	Common Stock	243,053	\$ 24
					D <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> Â
Warrant	10/21/2016	11/11/2017	Common Stock	314,836	\$ 24
					I See footnotes <u>(2)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>
Warrant	10/21/2016	11/11/2017	Common Stock	77,838	\$ 24
					I See footnotes <u>(3)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>
Warrant	10/21/2016	11/11/2017	Common Stock	360,927	\$ 24
					I See footnotes <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Aronson Jeffrey 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152	Â	Â X	Â	Â

Signatures

Centerbridge Credit Partners, L.P., By: Centerbridge Credit Partners General Partner, L.P., its general partner, By: Centerbridge Credit Cayman GP Ltd., its general partner, By: /s/ Jeffrey H. Aronson, Authorized Signatory

10/27/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares of Common Stock are held by Centerbridge Credit Partners, L.P. ("Centerbridge Credit Partners").
- (2) These shares of Common Stock are held by Centerbridge Special Credit Partners II AIV III, L.P. ("Special Credit Partners II AIV")
- (3) These shares of Common Stock are held by Centerbridge Credit Partners Offshore Intermediate III, L.P. ("Credit Partners Offshore Intermediate III")
- (4) These shares of Common Stock are held by Centerbridge Credit Partners TE Intermediate I, L.P. ("Credit Partners TE Intermediate I," and together with Centerbridge Credit Partners, Special Credit Partners II AIV and Credit Partners Offshore Intermediate III, the "Centerbridge Funds")
- (5) Centerbridge Credit Partners General Partner, L.P. ("Onshore GP") is the general partner of Centerbridge Credit Partners and Credit Partners TE Intermediate I, and, as such, it may be deemed to beneficially own the securities held by Centerbridge Credit Partners and Credit Partners TE Intermediate I. Centerbridge Credit Partners Offshore General Partner, L.P. ("Offshore GP") is the general partner of Credit Partners Offshore Intermediate III, and, as such, it may be deemed to beneficially own the securities held by Credit Partners Offshore Intermediate III. Centerbridge Credit Cayman GP Ltd. ("Credit GP") is the general partner of each of Onshore GP and Offshore GP, and, as such, it may be deemed to beneficially own the securities held by Centerbridge Credit Partners, Credit Partners

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TE Intermediate I and Credit Partners Offshore Intermediate III.

- (6) Centerbridge Special Credit Partners General Partner II, L.P., ("CSCPGP II") is the general partner of Special Credit Partners II AIV and, as such, it may be deemed to beneficially own the securities held by Special Credit Partners II AIV. CSCPGP II Cayman GP Ltd. ("CSCP II Cayman Ltd.") is the general partner of CSCPGP II, and, as such, it may be deemed to beneficially own the securities held by Special Credit Partners II AIV.
- (7) Mark T. Gallogly and Jeffrey H. Aronson, indirectly, through various intermediate entities control each of the Centerbridge Funds, and, as such, Mark T. Gallogly and Jeffrey H. Aronson may be deemed to beneficially own the securities held by the Centerbridge Funds.
- (8) For purposes of this filing, "Reporting Persons" means, as applicable, Centerbridge Credit Partners, Special Credit Partners II AIV, Credit Partners Offshore Intermediate III, Credit Partners TE Intermediate I, Onshore GP, Offshore GP, Credit GP, CSCPGP II, CSCP II Cayman Ltd., Mr. Aronson, and Mr. Gallogly.
- (9) The filing of this statement by the Reporting Persons shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, such Reporting Persons are the beneficial owners of the securities reported herein and each of the Reporting Persons expressly disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Securities Act, except to the extent of such Reporting Person's pecuniary interest therein.

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Remarks:

ToÂ enableÂ allÂ ofÂ theÂ ReportingÂ PersonsÂ toÂ gainÂ accessÂ toÂ theÂ SecuritiesÂ andÂ ExchangeÂ Commission's

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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