

Midstates Petroleum Company, Inc.
Form 3
August 12, 2013

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

OMB APPROVAL

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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 and Ticker or Trading Symbol	
Â Eagle Energy Production, LLC			(Month/Day/Year)	Midstates Petroleum Company, Inc. [MPO]	
(Last)	(First)	(Middle)	08/02/2013		
9 EAST 4TH STREET,Â SUITE 200			4. Relationship of Reporting Person(s) to Issuer		
(Street)			(Check all applicable)		
TULSA,Â OKÂ 74103			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)		
			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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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 Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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			Shares		or Indirect (I) (Instr. 5)		
Series A Preferred Stock	10/01/2013	Â (3)	Common Stock	5,007,407 (1) (2) (3) (4) (5)	\$ 13.5	I	See footnote (4) (5)
Series A Preferred Stock	10/01/2013	Â (3)	Common Stock	20,029,630 (1) (2) (3) (5)	\$ 13.5	I	See footnote (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eagle Energy Production, LLC 9 EAST 4TH STREET SUITE 200 TULSA,Â OKÂ 74103	Â	Â X	Â	Â
Eagle Energy Operating Company, LLC 9 EAST 4TH STREET SUITE 200 TULSA,Â OKÂ 74103	Â	Â X	Â	Â
Eagle Energy Operating GP, LLC 9 EAST 4TH STREET SUITE 200 TULSA,Â OKÂ 74103	Â	Â X	Â	Â
Eagle Energy Co of Oklahoma, LLC 200 REUNION CENTER, 9 EAST 4TH STREET TULSA,Â OKÂ 74103	Â	Â X	Â	Â
R/C IV Eagle Holdings, L.P. 712 FIFTH AVENUE, 36TH FLOOR NEW YORK,Â NYÂ 10019	Â	Â X	Â	Â
Riverstone/Carlyle Energy Partners IV, L.P. C/O RIVERSTONE HOLDINGS LLC 712 FIFTH AVENUE, 51ST FLOOR NEW YORK,Â NYÂ 10019	Â	Â X	Â	Â
R/C Energy GP IV, LLC C/O RIVERSTONE HOLDINGS LLC 712 FIFTH AVENUE, 51ST FLOOR NEW YORK,Â NYÂ 10019	Â	Â X	Â	Â

Signatures

/s/ Steve Antry, as Chief Executive Officer, on behalf of Eagle Energy Production, LLC	08/12/2013
**Signature of Reporting Person	Date
/s/ Steve Antry, as Chief Executive Officer, on behalf of Eagle Energy Operating Company, LLC	08/12/2013

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<u>Signature of Reporting Person</u>	Date
/s/ Steve Antry, as Chief Executive Officer, on behalf of Eagle Energy Operating GP, LLC	08/12/2013
<u>Signature of Reporting Person</u>	Date
/s/ Steve Antry, as Chief Executive Officer, on behalf of Eagle Energy Company of Oklahoma, LLC	08/12/2013
<u>Signature of Reporting Person</u>	Date
/s/ Thomas Walker, as Managing Director of R/C Energy GP IV, LLC, on behalf of R/C IV Eagle Holdings, L.P.	08/12/2013
<u>Signature of Reporting Person</u>	Date
/s/ Thomas Walker, as Managing Director of R/C Energy GP IV, LLC, on behalf of Riverstone/Carlyle Energy Partners IV, L.P.	08/12/2013
<u>Signature of Reporting Person</u>	Date
/s/ Thomas Walker, as Managing Director, on behalf of R/C Energy GP IV, LLC	08/12/2013
<u>Signature of Reporting Person</u>	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) On October 1, 2012, Midstates Petroleum Company, Inc. (the "Issuer") issued 260,000 shares of Series A Preferred Stock ("Series A Stock") to Eagle Energy Operating Company, LLC in connection with the purchase of certain assets by a wholly-owned subsidiary of the Issuer from Eagle Energy Production, LLC ("Eagle"), and deposited 65,000 shares of Series A Stock (the "Escrowed Shares") into an escrow account to secure certain of Eagle's indemnity obligations under the related Asset Purchase Agreement. The shares of Series A Stock have an initial liquidation value of \$1,000 per share, and are convertible, in whole but not in part, at the option of the holders of a majority of the outstanding Series A Stock into shares of Common Stock on or after October 1, 2013.

(2) The Series A Stock may be converted, in whole but not in part, at the option of the holders of a majority of the outstanding shares of Series A Stock, into a number of shares of Common Stock calculated by dividing the then-current liquidation preference by the conversion price of \$13.50 per share. The number of shares of Common Stock of the Issuer reported as beneficially owned herein reflect the following factual assumptions regarding October 1, 2013, the first date on which the Reporting Persons may convert the shares of Series A Stock held by them into shares of Common Stock: (i) all of the Escrowed Shares are released to Eagle; (ii) all shares of Series A Stock have a liquidation preference of \$1,040 at the time of conversion, and are converted at a price of \$13.50; and (iii) there are 93,413,545 shares of Common Stock outstanding following such conversion.

(3) If not previously converted, the Series A Stock will be subject to mandatory conversion into shares of Common Stock on September 30, 2015 at a conversion price based upon the volume weighted average price of Common Stock during the 15 trading days immediately prior to the mandatory conversion date, but in no instance will the price be greater than \$13.50 per share or less than \$11.00 per share.

(4) The Escrowed Shares were deposited into an escrow account as described above, and all or a portion of those shares will be distributed to Eagle on October 1, 2013. Eagle may be deemed to own the Escrowed Shares (and the underlying Common Stock). The number of shares of Common Stock of the Issuer reported as beneficially owned by Eagle assumes that all of the Escrowed Shares are released to Eagle.

(5) R/C Energy GP IV, LLC ("Ultimate R/C GP") is the general partner of Riverstone/Carlyle Energy Partners IV, L.P. ("R/C GP"), which is the general partner of R/C IV Eagle Holdings, L.P. ("Eagle Holdings"), which is the controlling member of Eagle Energy Company of Oklahoma, LLC ("Eagle Oklahoma"), which is the sole managing member of Eagle Energy Operating GP, LLC ("Eagle Operating GP"), which is the general partner of Eagle Energy Operating Company, LLC ("Eagle Operating"), which is the record holder of the 260,000 shares of Series A Stock. In addition, Eagle Operating is the sole managing member of Eagle. Each of Ultimate R/C GP, R/C GP, Eagle Holdings, Eagle Oklahoma and Eagle Operating GP may be deemed to indirectly own Series A Stock (and the underlying Common Stock) directly owned by Eagle Operating and all of the Escrowed Shares, assuming that all of the Escrowed Shares are released to Eagle.

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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