

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: 3235-0104
 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 * Â Aronson Jeffrey (Last) (First) (Middle) 375 PARK AVENUE, 12TH FLOOR (Street) NEW YORK, Â NY Â 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 Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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 Stock, \$0.01 par value (the "Common Stock") <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> | 963,592 | D <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> | Â |
| Common Stock | 755,928 | I | See footnotes <u>(2)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> |
| Common Stock | 424,171 | I | See footnotes <u>(3)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> |
| Common Stock | 1,450,761 | I | See footnotes <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> |

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)

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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., ("CSCP GP 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. CSCP II Cayman GP Ltd. ("CSCP II Cayman Ltd.") is the general partner of CSCP GP 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, CSCP GP 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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