

Midstates Petroleum Company, Inc.
Form SC 13D/A
November 17, 2015

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

SCHEDULE 13D

(Amendment No. 5)

Under the Securities Exchange Act of 1934

Midstates Petroleum Company, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

59804T100

(CUSIP Number)

Dianna Rosser Aprile

c/o Riverstone Holdings LLC

712 Fifth Avenue, 36th Floor

New York, NY 10019

(212) 993-0076

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 17, 2015

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box:

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CUSIP No. 59804T100

1	Name of Reporting Person R/C IV Eagle Holdings, L.P.	
2	Check the Appropriate Box if a Member of a Group	
	(a):	o
	(b):	x
3	SEC Use Only	
4	Source of Funds OO (please see <u>Item 3</u> below)	
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 2,983,508
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 2,983,508
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,983,508	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares	o
13	Percent of Class Represented by Amount in Row (11) 27.5% (1)	
14	Type of Reporting Person PN	

(1) Based on 10,867,859 shares of common stock outstanding as of November 16, 2015.

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1	Name of Reporting Person Riverstone/Carlyle Energy Partners IV, L.P.	
2	Check the Appropriate Box if a Member of a Group (a): <input type="radio"/> (b): <input checked="" type="radio"/>	
3	SEC Use Only	
4	Source of Funds OO (please see <u>Item 3</u> below)	
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>	
6	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 2,983,508
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 2,983,508
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,983,508	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>	
13	Percent of Class Represented by Amount in Row (11) 27.5% (1)	
14	Type of Reporting Person PN	

(1) Based on 10,867,859 shares of common stock outstanding as of November 16, 2015.

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1	Name of Reporting Person R/C Energy GP IV, LLC	
2	Check the Appropriate Box if a Member of a Group	
	(a):	o
	(b):	x
3	SEC Use Only	
4	Source of Funds OO (please see <u>Item 3</u> below)	
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 2,983,508
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 2,983,508
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,983,508	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares	o
13	Percent of Class Represented by Amount in Row (11) 27.5% (1)	
14	Type of Reporting Person OO	

(1) Based on 10,867,859 shares of common stock outstanding as of November 16, 2015.

This Amendment No. 5 (this Amendment) amends and supplements the Schedule 13D filed on August 12, 2013, as amended and supplemented by Amendment No. 1 filed on September 30, 2015, Amendment No. 2 filed on October 5, 2015, Amendment No. 3 filed on October 7, 2015 and Amendment No. 4 filed on October 9, 2015 (as so amended, the Original Schedule 13D and, as amended and supplemented by this Amendment, the Schedule 13D), by the Reporting Persons (as defined below) with respect to the Common Stock of the Issuer. Capitalized terms used in this Amendment and not otherwise defined shall have the same meanings ascribed to them in the Original Schedule 13D.

Item 4. Purpose of Transaction

This Amendment amends and supplements Item 4 of the Original Schedule 13D by inserting the following to the end of the second paragraph:

On October 9, 2015, Eagle Holdings sold an aggregate of 19,445 shares of Common Stock at a weighted average price of \$5.96 pursuant to Rule 144. On October 28, 2015, Eagle Holdings sold an aggregate of 7,900 shares of Common Stock at a weighted average price of \$4.27 pursuant to Rule 144. On October 29, Eagle Holdings sold an aggregate of 5,100 shares of Common Stock at a weighted average price of \$4.25 pursuant to Rule 144. On November 3, 2015, Eagle Holdings sold an aggregate of 6,525 shares of Common Stock at a weighted average price of \$4.27 pursuant to Rule 144. On November 4, 2015, Eagle Holdings sold an aggregate of 50,562 shares of Common Stock at a weighted average price of \$4.45 pursuant to Rule 144. On November 5, 2015, Eagle Holdings sold an aggregate of 9,476 shares of Common Stock at a weighted average price of \$4.30 pursuant to Rule 144. On November 6, 2015, Eagle Holdings sold an aggregate of 300 shares of Common Stock at a price of \$4.25 pursuant to Rule 144. On November 9, 2015, Eagle Holdings sold an aggregate of 300 shares of Common Stock at a price of \$4.25 pursuant to Rule 144. On November 10, 2015, Eagle Holdings sold an aggregate of 100 shares of Common Stock at a price of \$4.28 pursuant to Rule 144. On November 13, 2015, Eagle Holdings sold an aggregate of 15,768 shares of Common Stock at a weighted average price of \$4.68 pursuant to Rule 144. On November 16, 2015, Eagle Holdings sold an aggregate of 17,536 shares of Common Stock at a weighted average price of \$3.79 pursuant to Rule 144.

Item 5. Interest in Securities of the Issuer

This Amendment amends and restates Sections (a)-(b) of Item 5 of the Original Schedule 13D in their entirety as set forth below:

(a)-(b) The percentage ownership of Common Stock provided for each Reporting Person below is based on 10,867,859 shares of common stock outstanding as of November 10, 2015:

R/C IV Eagle Holdings, L.P.

- | | | |
|------|--------------------------------------------------------------------|-------------------|
| a) | Amount beneficially owned: 2,983,508 | Percentage: 27.5% |
| b) | Number of shares to which the Reporting Person has: | |
| i. | Sole power to vote or to direct the vote: 0 | |
| ii. | Shared power to vote or to direct the vote: 2,983,508 | |
| iii. | Sole power to dispose or to direct the disposition of: 0 | |
| iv. | Shared power to dispose or to direct the disposition of: 2,983,508 | |

Riverstone/Carlyle Energy Partners IV, L.P.

- a) Amount beneficially owned: 2,983,508 Percentage: 27.5%
- b) Number of shares to which the Reporting Person has:
- i. Sole power to vote or to direct the vote: 0
 - ii. Shared power to vote or to direct the vote: 2,983,508
 - iii. Sole power to dispose or to direct the disposition of: 0
 - iv. Shared power to dispose or to direct the disposition of: 2,983,508

R/C Energy GP IV, LLC

- a) Amount beneficially owned: 2,983,508 Percentage: 27.5%
b) Number of shares to which the Reporting Person has:
i. Sole power to vote or to direct the vote: 0
ii. Shared power to vote or to direct the vote: 2,983,508
iii. Sole power to dispose or to direct the disposition of: 0
iv. Shared power to dispose or to direct the disposition of: 2,983,508

Ultimate R/C GP is the general partner of R/C GP, which is the general partner of Eagle Holdings. Each of Ultimate R/C GP and R/C GP may be deemed to indirectly own the Converted Shares owned by Eagle Holdings.

This Amendment amends and supplements Section (c) of Item 5 of the Original Schedule 13D as set forth below:

On October 9, 2015, Eagle Holdings sold an aggregate of 19,445 shares of Common Stock in open market transactions at a weighted average price of \$5.96 pursuant to Rule 144. On October 28, 2015, Eagle Holdings sold an aggregate of 7,900 shares of Common Stock in open market transactions at a weighted average price of \$4.27 pursuant to Rule 144. On October 29, 2015, Eagle Holdings sold an aggregate of 5,100 shares of Common Stock in open market transactions at a weighted average price of \$4.25 pursuant to Rule 144. On November 3, 2015, Eagle Holdings sold an aggregate of 6,525 shares of Common Stock in open market transactions at a weighted average price of \$4.27 pursuant to Rule 144. On November 4, 2015, Eagle Holdings sold an aggregate of 50,562 shares of Common Stock in open market transactions at a weighted average price of \$4.45 pursuant to Rule 144. On November 5, 2015, Eagle Holdings sold an aggregate of 9,476 shares of Common Stock in open market transactions at a weighted average price of \$4.30 pursuant to Rule 144. On November 6, 2015, Eagle Holdings sold an aggregate of 300 shares of Common Stock in an open market transaction at a price of \$4.25 pursuant to Rule 144. On November 9, 2015, Eagle Holdings sold an aggregate of 300 shares of Common Stock in an open market transaction at a price of \$4.25 pursuant to Rule 144. On November 10, 2015, Eagle Holdings sold an aggregate of 100 shares of Common Stock in an open market transaction at a price of \$4.28 pursuant to Rule 144. On November 13, 2015, Eagle Holdings sold an aggregate of 15,768 shares of Common Stock in open market transactions at a weighted average price of \$4.68 pursuant to Rule 144. On November 16, 2015, Eagle Holdings sold an aggregate of 17,536 shares of Common Stock in open market transactions at a weighted average price of \$3.79 pursuant to Rule 144.

Item 7. Material to Be Filed as Exhibits

Exhibit 99.1 Joint Filing Agreement (filed as Exhibit 99.1 to Amendment No. 2 to the Reporting Persons Schedule 13D filed with the Commission on October 5, 2015)

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 17, 2015

R/C IV EAGLE HOLDINGS, L.P.

**BY: RIVERSTONE/CARLYLE ENERGY PARTNERS
IV, L.P., Its General Partner**
BY: R/C ENERGY GP IV, LLC, Its General Partner

By: /s/ Thomas Walker
Name: Thomas Walker
Title: Managing Director

RIVERSTONE/CARLYLE ENERGY PARTNERS IV, L.P.

BY: R/C ENERGY GP IV, LLC, Its General Partner

By: /s/ Thomas Walker
Name: Thomas Walker
Title: Managing Director

R/C ENERGY GP IV, LLC

By: /s/ Thomas Walker
Name: Thomas Walker
Title: Managing Director