

Aronson Jeffrey
Form 4
May 14, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Centerbridge Credit Partners Master AIV IV, L.P.

2. Issuer Name and Ticker or Trading Symbol
Midstates Petroleum Company, Inc. [MPO]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
375 PARK AVENUE, 11TH FLOOR,
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2018

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

NEW YORK, NY 10152

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$0.01 ("Common Stock") | 05/10/2018 | | S | 71 | D \$ 14.25 | 1,740,226 | D (1) (3) (5) (6) (7) |
| Common Stock | 05/10/2018 | | S | 29 | D \$ 14.25 | 701,621 | I See footnotes (2) (4) (5) (6) (7) |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Centerbridge Credit Partners Master AIV IV, L.P. 375 PARK AVENUE, 11TH FLOOR NEW YORK, NY 10152 | | X | | |
| Centerbridge Special Credit Partners II AIV III, L.P. 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152 | | X | | |
| Centerbridge Credit Partners Offshore General Partner, L.P. 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152 | | X | | |
| Centerbridge Credit Cayman GP, Ltd. C/O CENTERBRIDGE PARTNERS, L.P. 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152 | | X | | |
| Centerbridge Special Credit Partners General Partner II, L.P. 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152 | | X | | |
| CSCP II Cayman GP Ltd. 375 PARK AVE, 12TH FLOOR NEW YORK, NY 10152 | | X | | |

| | |
|--|---|
| Gallogly Mark T 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152 | X |
| Aronson Jeffrey 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152 | X |

Signatures

| | |
|---|------------|
| Centerbridge Credit Partners Master AIV IV, L.P., By: Centerbridge Credit Partners Offshore General Partner, L.P., its general partner, By: Centerbridge Credit Cayman GP Ltd., its general partner, By: /S/ Jeffrey H. Aronson, Authorized Signatory | 05/14/2018 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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 Master AIV IV, L.P. ("CCPM AIV").
- (2) These shares of Common Stock are held by Centerbridge Special Credit Partners II AIV III, L.P. ("Special Credit Partners II AIV" and together with CCPM AIV, the "Centerbridge Funds").

Centerbridge Credit Partners Offshore General Partner, L.P. ("Offshore GP") is the general partner of CCPM AIV, and, as such, it may be deemed to beneficially own the securities held by CCPM AIV. Centerbridge Credit Cayman GP Ltd. ("Credit GP ") is the general partner of Offshore GP, and, as such, it may be deemed to beneficially own the securities held by CCPM AIV.
- (3) 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.
- (4) 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.
- (5) For purposes of this filing, "Reporting Persons" means, as applicable, CCPM AIV, Special Credit Partners II AIV, Offshore GP, Credit GP, CSCP GP II, CSCP II Cayman Ltd., Mr. Aronson, and Mr. Gallogly.
- (6) 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.
- (7)

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.