Midstates Petroleum Company, Inc.

Form 4

December 02, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, Expires: 2005

OMB APPROVAL

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * R/C IV Eagle Holdings, L.P.

(First)

(Street)

(State)

11/30/2015

2. Issuer Name and Ticker or Trading Symbol

Issuer

Midstates Petroleum Company, Inc.

(Check all applicable)

5. Relationship of Reporting Person(s) to

[MPO]

(Last)

(Middle)

(Zip)

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

Director Officer (give title below)

10% Owner Other (specify

712 FIFTH AVENUE, 36TH

FLOOR

(City)

Common

Stock

4. If Amendment, Date Original

Filed(Month/Day/Year)

11/30/2015

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

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

NEW YORK, NY 10019

1.Title of Security	2. Transaction Date (Month/Day/Year)				
(Instr. 3)		any (Month/Day/Year)			

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8) (A)

Securities Beneficially (D) or Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

Code V Amount Price (D) \$ S 2,200

3.31 D (1)

\$

(3)

or

2,933,741

Transaction(s)

(Instr. 3 and 4)

 $D^{(2)}$

Common 12/01/2015 Stock

S 1.000 D

3.34 2,932,741 $D^{(2)}$

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

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SEC 1474 (9-02)

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date	Title	Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Relationships

Reporting Owners

Reporting Owner Name / Address	Keiationsinps					
. 9	Director	10% Owner	Officer	Other		
R/C IV Eagle Holdings, L.P. 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019		X				
Riverstone/Carlyle Energy Partners IV, L.P. 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019		X				
R/C Energy GP IV, LLC 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019		X				

Signatures

/s/ Thomas Walker, as Managing Director of R/C Energy GP IV, LLC, on behalf of R/C IV Eagle Holdings, L.P.			
***Signature of Reporting Person	Date		
/s/ Thomas Walker, as Managing Director of R/C Energy GP IV, LLC, on behalf of Riverstone/Carlyle Energy Partners IV, L.P.			
**Signature of Reporting Person	Date		
/s/ Thomas Walker, as Managing Director, on behalf of R/C Energy GP IV, LLC			
**Signature of Reporting Person	Date		

Reporting Owners 2

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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.30 to \$3.35, inclusive. The reporting person undertakes to provide to Midstates Petroleum Company, Inc. (the "Issuer"), any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (3) to this Form 4.
- Held directly by R/C IV Eagle Holdings, L.P. ("Eagle Holdings"). R/C Energy GP IV, LLC ("Ultimate R/C GP") is the general partner of (2) Riverstone/Carlyle Energy Partners IV, L.P. ("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 shares directly owned by Eagle Holdings.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.32 to \$3.37, inclusive.

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.