

Midstates Petroleum Company, Inc.
Form SC 13G
February 15, 2017

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

MIDSTATES PETROLEUM COMPANY, INC.

(Name of Issuer)

COMMON SHARES, \$0.01 PAR VALUE

(Title of Class of Securities)

59804T407

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 59804T407

(1) Names of Reporting Persons

Stephen
Feinberg

(2) Check the

Appropriate Box if
a Member of a (a)]
Group

(b)]

Not Applicable

(3) SEC Use Only

(4) Citizenship or Place of
Organization

United States

Number of Shares Beneficially
Owned By Each Reporting
Person With

(5) Sole

Voting 1,662,056**

Power:

(6) Shared

Voting 0**

Power:

(7) Sole

Dispositive 1,662,056**

Power:

(8) Shared

Dispositive 0**

Power:

(9) Aggregate Amount

Beneficially Owned by Each
Reporting Person:

1,662,056**

(10) Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions):

Not Applicable

(11) Percent of Class

Represented by Amount in Row

(9): 6.4%**

(12) Type of Reporting Person

(See Instructions): IA, IN

** Based on the information set forth in the Form 10-Q filed by Midstates Petroleum Company, Inc. (the "Company") with the Securities and Exchange Commission on November 10, 2016, there were 24,699,900 shares of common stock, par value \$0.01 per share (the "Shares"), of the Company outstanding as of November 7, 2016. As of December 31, 2016, Cerberus Institutional Partners VI, L.P., Cerberus Institutional Partners V, L.P., Cerberus International II Master Fund, L.P., and Cerberus Partners II, L.P. held 184, 180,326, 18,076, and 7,620 Shares respectively. Additionally, as of December 31, 2016, Cerberus Institutional Partners VI, L.P., Cerberus Institutional Partners V, L.P., Cerberus International II Master Fund, L.P., and Cerberus Partners II, L.P. held warrants issued by the Company which, as of such date, were convertible into 1,306, 1,273,081, 127,643, and 53,812 Shares respectively. Stephen Feinberg, through one or more intermediate entities, possesses the sole power to vote and the sole power to direct the disposition of all securities of the Company beneficially owned by each of Cerberus Institutional Partners VI, L.P., Cerberus Institutional Partners V, L.P., Cerberus International II Master Fund, L.P., and Cerberus Partners II, L.P. As a result, as of December 31, 2016, Stephen Feinberg may be deemed to beneficially own 1,662,056 Shares, or 6.4% of the Shares deemed issued and outstanding pursuant to Rule 13d-3.

Item 1(a). Name Of Issuer:

Midstates Petroleum Company, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

321 South Boston, Suite 1000
Tulsa, Oklahoma

Item 2(a). Name of Person Filing:

Stephen Feinberg

Item 2(b). Address of Principal Business Office or, if None, Residence:

c/o Cerberus Capital Management, L.P.
875 Third Avenue
New York, New York 10022

Item 2(c). Citizenship:

United States

Item 2(d). Title of Class of Securities:

Common Shares, \$0.01 par value per share

Item 2(e). CUSIP No.:

59804T407

Item 3. If This Statement Is Filed

Pursuant to Rules 13d-1(b) or 13d-2(b) or

(c), Check Whether the Person Filing is a:

Not Applicable.

Item 4. Ownership:

(a) Amount Beneficially Owned (as of June 30, 2016):	1,662,056**
(b) Percent of Class (as of June 30, 2016):	6.4%**
(c) Number of Shares as to which such person has:	
(i) Sole power to vote or to direct the vote:	1,662,056**
(ii) Shared power to vote or to direct the vote:	0**
(iii) Sole power to dispose or to direct the disposition of:	1,662,056**
(iv) Shared power to dispose or to direct the disposition of:	0**

** Based on the information set forth in the Form 10-Q filed by Midstates Petroleum Company, Inc. (the “Company”) with the Securities and Exchange Commission on November 10, 2016, there were 24,699,900 shares of common stock, par value \$0.01 per share (the “Shares”), of the Company outstanding as of November 7, 2016. As of December 31, 2016, Cerberus Institutional Partners VI, L.P., Cerberus Institutional Partners V, L.P., Cerberus International II Master Fund, L.P., and Cerberus Partners II, L.P. held 184, 180,326, 18,076, and 7,620 Shares respectively. Additionally, as of December 31, 2016, Cerberus Institutional Partners VI, L.P., Cerberus Institutional Partners V, L.P., Cerberus International II Master Fund, L.P., and Cerberus Partners II, L.P. held warrants issued by the Company which, as of such date, were convertible into 1,306, 1,273,081, 127,643, and 53,812 Shares respectively. Stephen Feinberg, through one or more intermediate entities, possesses the sole power to vote and the sole power to direct the disposition of all securities of the Company beneficially owned by each of Cerberus Institutional Partners VI, L.P., Cerberus Institutional Partners V, L.P., Cerberus International II Master Fund, L.P., and Cerberus Partners II, L.P. As a result, as of December 31, 2016, Stephen Feinberg may be deemed to beneficially own 1,662,056 Shares, or 6.4% of the Shares deemed issued and outstanding pursuant to Rule 13d-3.

Item

5. Ownership of Five Percent or Less of a Class:

Not Applicable.

Item

6. Ownership of More Than Five Percent on Behalf of

Another Person:

Not Applicable.

Item

7. Identification and Classification of the Subsidiary

**Which Acquired
the Security
Being Reported
on by the Parent
Holding
Company or
Control Person:**

Not Applicable.

**Item
8. Identification
and
Classification of
Members of the
Group:**

Not Applicable.

Item 9. Notice of Dissolution of Group:

Not Applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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.

February 14, 2017

/s/ Stephen Feinberg

Stephen Feinberg, on behalf of Craig Court, Inc., the managing member of Craig Court GP, LLC, the general partner of Cerberus Capital Management, L.P., the investment adviser for each of the funds named herein

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).