

Avenue Capital Management II, L.P.
 Form 4
 February 15, 2019

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 *
 Avenue Capital Management II, 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)

3. Date of Earliest Transaction (Month/Day/Year)
 02/13/2019

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

C/O AVENUE CAPITAL GROUP,, 399 PARK AVENUE, 6TH FLOOR

(Street)

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

NEW YORK, NY 10022

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | | |
| Common Stock | 02/13/2019 | | S | | 933,142 (3) | D | \$ 10 2,561,772 (3) I |
| | | | | | | | See footnotes (1) (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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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 Owned Following Transaction (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 |
| Avenue Capital Management II, L.P. C/O AVENUE CAPITAL GROUP, 399 PARK AVENUE, 6TH FLOOR NEW YORK, NY 10022 | | X | | |
| Avenue Energy Opportunities Fund, L.P. C/O AVENUE CAPITAL GROUP, 399 PARK AVENUE, 6TH FLOOR NEW YORK, NY 10022 | | X | | |
| Avenue Capital Management II GenPar, LLC C/O AVENUE CAPITAL GROUP, 399 PARK AVENUE, 6TH FLOOR NEW YORK, NY 10022 | | X | | |
| AVENUE ENERGY OPPORTUNITIES PARTNERS, LLC C/O AVENUE CAPITAL GROUP, 399 PARK AVENUE, 6TH FLOOR NEW YORK, NY 10022 | | X | | |
| GL ENERGY OPPORTUNITIES PARTNERS, LLC C/O AVENUE CAPITAL GROUP, 399 PARK AVENUE, 6TH FLOOR NEW YORK, NY 10022 | | X | | |
| LASRY MARC C/O AVENUE CAPITAL GROUP, 399 PARK AVENUE, 6TH FLOOR NEW YORK, NY 10022 | | X | | |

Signatures

| | |
|---|------------------------|
| AVENUE CAPITAL MANAGEMENT II, L.P. By: Avenue Capital Management II GenPar, LLC, its general partner By: /s/ Andrew Schinder, Attorney-in-Fact for Marc Lasry, Managing Member __Signature of Reporting Person | 02/15/2019 Date |
| AVENUE ENERGY OPPORTUNITIES FUND, L.P. By: Avenue Energy Opportunities Partners, LLC, its general partner By: GL Energy Opportunities Partners, LLC, its managing member By: /s/ Andrew Schinder, Attorney-in-Fact for Marc Lasry, Managing Member __Signature of Reporting Person | 02/15/2019 Date |
| AVENUE CAPITAL MANAGEMENT II GENPAR, LLC By: /s/ Andrew Schinder, Attorney-in-Fact for Marc Lasry, Managing Member __Signature of Reporting Person | 02/15/2019 Date |
| AVENUE ENERGY OPPORTUNITIES PARTNERS, LLC By: GL Energy Opportunities Partners, LLC, its managing member By: /s/ Andrew Schinder, Attorney-in-Fact for Marc Lasry, Managing Member __Signature of Reporting Person | 02/15/2019 Date |
| GL ENERGY OPPORTUNITIES PARTNERS, LLC By: /s/ Andrew Schinder, Attorney-in-Fact for Marc Lasry, Managing Member __Signature of Reporting Person | 02/15/2019 Date |
| MARC LASRY /s/ Andrew Schinder as Attorney-in-Fact for Marc Lasry __Signature of Reporting Person | 02/15/2019 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) The shares of Common Stock (the "Common Stock") of Midstates Petroleum Company, Inc. (the "Issuer") are held directly by Avenue Energy Opportunities Fund, L.P., a Delaware limited partnership (the "Fund"). Avenue Energy Opportunities Partners, LLC, a Delaware limited liability company, is the general partner to the Fund. GL Energy Opportunities Partners, LLC, a Delaware limited liability company, is the managing member of Avenue Energy Opportunities Partners, LLC. Avenue Capital Management II, L.P., a Delaware limited partnership ("Avenue Capital Management"), is the investment adviser to the Fund. Avenue Capital Management II GenPar, LLC, a Delaware limited liability company, is the general partner of Avenue Capital Management.
- (2) Marc Lasry is the managing member of GL Energy Opportunities Partners, LLC and Avenue Capital Management II GenPar, LLC. Mr. Lasry is deemed to be the indirect beneficial owner of the securities reported by reason of his ability to direct the vote and/or disposition of such securities, and his pecuniary interest in such shares (within the meaning of Rule 16a-1(a)(2) under the Securities Exchange Act of 1934, as amended) is a fractional interest in such amount.
- (3) The number of shares of Common Stock owned and transferred is an estimate of the number of shares accepted by the Issuer in the Issuer's tender offer, based on the Issuer's press release dated as of February 13, 2019.

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.