

Midstates Petroleum Company, Inc.  
Form 8-K  
April 03, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of report (date of earliest event reported): **March 28, 2014**

**Midstates Petroleum Company, Inc.**

(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-35512**  
(Commission file number)

**45-3691816**  
(I.R.S. employer  
identification number)

**4400 Post Oak Parkway, Suite 1900**

**Houston, Texas**  
(Address of principal executive offices)

**77027**  
(Zip code)

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Registrant's telephone number, including area code: **(713) 595-9400**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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The Board has determined that Mr. DeMontrond is an independent director under Sections 303A.02 and 303A.05 of the New York Stock Exchange Listed Company Manual. Mr. DeMontrond will serve as a member of the Compensation Committee.

In connection with the closing of our initial public offering, we entered into a stockholders' agreement (the "Stockholders' Agreement") with FR Midstates Interholding, L.P. ("FRMI"), Stephen J. McDaniel (a current member of the Board), and certain of our then-executive officers and other members of our management team. The Stockholders' Agreement grants FRMI the right to nominate two members of our Board of Directors so long as FRMI holds at least 25% of our outstanding shares of Common Stock, and if a vacancy is created on the Board at any time by death, disability, retirement, resignation, removal (with or without cause) of a Director nominated by FRMI, FRMI shall be entitled to designate a replacement director to fill such vacancy. FRMI has designated Mr. DeMontrond to fill the vacancy created by the resignation of Ms. Deulina. The Stockholders' Agreement was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K on April 25, 2012 and is incorporated by reference herein in its entirety.

As a director designated by FRMI, Mr. DeMontrond will not receive any compensation for his service as a member of the Board, in accordance with the Company's policies for compensating directors. There are no relationships between Mr. DeMontrond and the Company that would require disclosure pursuant to Item 404(a) of Regulation S-K.

The Company expects to enter into an indemnification agreement with Mr. DeMontrond, a form of which was attached as Exhibit 10.12 to the Company's Registration Statement on Form S-1/A on February 16, 2012 and is incorporated by reference herein in its entirety. The indemnification agreement will require the Company to indemnify Mr. DeMontrond to the fullest extent permitted under Delaware law against liability that may arise by reason of his service to the Company, and to advance expenses incurred as a result of any proceeding against him as to which he could be indemnified.

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibit
10.1	Fifth Amendment to Second Amended and Restated Credit Agreement, dated as of June 8, 2012, by and among Midstates Petroleum Company, Inc., Midstates Petroleum Company LLC, SunTrust Bank as administrative agent and the other lender parties thereto.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Midstates Petroleum Company, Inc.**  
(Registrant)

Date: April 3, 2014

By:

/s/ Eric J. Christ

Eric J. Christ

*Vice President    Legal and Corporate Secretary*

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Exhibit No.	Description of Exhibit
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