

Midstates Petroleum Company, Inc.
Form 8-K
July 20, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **July 16, 2015**

Midstates Petroleum Company, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-35512
(Commission File Number)

45-3691816
(I.R.S. Employer
Identification No.)

321 South Boston, Suite 1000
Tulsa, Oklahoma
(Address of principal executive offices)

74103
(Zip Code)

Registrant's telephone number, including area code: **(918) 947-8550**

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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 (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On July 16, 2015, Midstates Petroleum Company, Inc. (the Company) was notified by the New York Stock Exchange (the NYSE) that the price of the Company s common stock has fallen below the NYSE s continued listing standard, which considers a company to be below compliance standards if the average closing price of a listed company s common stock is less than \$1.00 per share for a period of over 30 consecutive trading days.

As required by the NYSE, the Company will timely notify the NYSE that it intends to cure the deficiency and to return to compliance with the NYSE continued listing requirement. The Company can avoid delisting if, during the six month period following receipt of the NYSE notice, on the last trading-day of any calendar month, the Company s common stock has a closing share price of at least \$1.00 and an average closing share price of at least \$1.00 over the 30 trading-day period ending on the last trading-day of that month.

If the common stock ultimately were to be delisted for any reason, it could negatively impact the Company by (i) reducing the liquidity and market price of the Company s common stock; (ii) reducing the number of investors willing to hold or acquire the Company s common stock, which could negatively impact the Company s ability to raise equity financing; (iii) limiting the Company s ability to use a registration statement to offer and sell freely tradable securities, thereby preventing the Company from accessing the public capital markets; and (iv) impairing the Company s ability to provide equity incentives to its employees.

Under the NYSE rules, the Company s common stock will continue to be listed on the NYSE during this period, subject to the Company s compliance with other continued listing requirements.

Item 7.01 Regulation FD Disclosure.

The Company issued a press release on July 20, 2015, announcing that it had received the notice of noncompliance with the NYSE continued listing standard as well as announcing its intention to remedy the noncompliance by way of effecting a 1:10 reverse stock split as previously approved by its shareholders at the 2015 Annual Meeting of Stockholders held on May 22, 2015, as well as by its Board of Directors. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated by reference herein.

The information furnished pursuant to this Item 7.01 and Exhibit 99.1 shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any registration statement filed under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

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**Exhibit
No.**

Description

99.1 Press Release dated July 20, 2015

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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 thereunto duly authorized.

Midstates Petroleum Company, Inc.
(Registrant)

Date: July 20, 2015

By: /s/ Scott C. Weatherholt
Name: Scott C. Weatherholt
Title: Vice President Land, Legal & Corporate Secretary

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated July 20, 2015