

MSD Partners, L.P.
Form 3
October 03, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| MSD Partners, L.P. | | (Month/Day/Year) | Independence Contract Drilling, Inc. [ICD] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 645 FIFTH AVENUE, 21ST FLOOR | | 10/01/2018 | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| NEW YORK, NY 10022 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 18,747,134 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | | | |
|-------------|------------|-----------|-------------|
| Date | Expiration | Amount or | or Indirect |
| Exercisable | Date | Number of | (I) |
| | | Shares | (Instr. 5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MSD Partners, L.P. 645 FIFTH AVENUE, 21ST FLOOR NEW YORK, NY 10022 | Â X | Â X | Â | Â |
| MSD Credit Opportunity Master Fund, L.P. 645 FIFTH AVENUE, 21ST FLOOR NEW YORK, NY 10022 | Â X | Â X | Â | Â |
| MSD Credit Opportunity Fund X, LLC 645 FIFTH AVENUE, 21ST FLOOR NEW YORK, NY 10022 | Â X | Â X | Â | Â |

Signatures

MSD PARTNERS, L.P. By: MSD Partners (GP), LLC Its: General Partner By: /s/ Marc R. Lisker Name: Marc R. Lisker Title: Manager 10/03/2018

__Signature of Reporting Person Date

MSD CREDIT OPPORTUNITY MASTER FUND, L.P. By: MSD Partners, L.P. Its: Manager By: MSD Partners (GP), LLC Its: General Partner By: /s/ Marc R. Lisker Name: Marc R. Lisker Title: Manager 10/03/2018

__Signature of Reporting Person Date

MSD CREDIT OPPORTUNITY FUND X LLC By: MSD Partners, L.P. Its: Manager By: MSD Partners (GP), LLC Its: General Partner By: /s/ Marc R. Lisker Name: Marc R. Lisker Title: Manager 10/03/2018

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

This statement is jointly filed by and on behalf of each of MSD Partners, L.P. ("MSD Partners"), MSD Credit Opportunity Master Fund, L.P. ("Master Fund") and MSD Credit Opportunity Fund X LLC ("Opportunity Fund"). Opportunity Fund is the record and direct beneficial owner of the shares of the issuer's common stock reported herein. Opportunity Fund is a wholly-owned subsidiary of Master

(1) Fund, and Master Fund may be deemed to beneficially own securities owned by Opportunity Fund. MSD Partners is the manager of each of Master Fund and Opportunity Fund and may be deemed to beneficially own securities owned by Master Fund and Opportunity Fund. MSD Partners (GP), LLC ("MSD GP") is the general partner of MSD Partners and may be deemed to beneficially own securities owned by MSD Partners. [Cont'd]

(2) [Continuation] Each of Glenn R. Fuhrman, John C. Phelan and Marc R. Lisker is a manager of MSD GP and may be deemed to beneficially own securities owned by MSD GP. Each of Messrs. Fuhrman, Phelan and Lisker disclaims beneficial ownership of such securities except to the extent of any pecuniary interest therein. Adam Piekarski, who is a principal at MSD Partners, was appointed to the Issuer's board of directors and each reporting person may be deemed to beneficially own securities owned by Mr. Piekarski.

(3) Each reporting person and each of Messrs. Fuhrman, Phelan and Lisker declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934 or any other purpose, a member of a group with respect to the issuer or securities of the issuer.

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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.