

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>HOLSCHBACH LEON J</u>  (Last) (First) (Middle) <u>1201 NETWORK CENTRE DR.</u>  (Street) <u>EFFINGHAM IL 62401</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Midland States Bancorp, Inc. [ MSBI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								141,774 <sup>(1)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Share Equivalent	(2)	12/31/2016		A		18,2281		(3)	(3)	Common Stock	18,2281	\$36.18	3,987.8992	D	
Option (right to buy)	\$16							(4)	12/13/2022	Common Stock	14,072		14,072	D	
Option (right to buy)	\$18.16							(5)	12/06/2020	Common Stock	11,820		11,820	D	
Option (right to buy)	\$16.59							(6)	12/10/2023	Common Stock	16,274		16,274	D	
Option (right to buy)	\$21							(7)	12/02/2024	Common Stock	22,762		22,762	D	
Option (right to buy)	\$14.6							(8)	08/15/2017	Common Stock	50,000		50,000	D	
Option (right to buy)	\$11.75							(9)	06/22/2019	Common Stock	28,190		28,190	D	
Option (right to buy)	\$14.7							(10)	05/05/2018	Common Stock	8,500		8,500	D	
Option (right to buy)	\$15.2							(11)	12/31/2019	Common Stock	31,500		31,500	D	
Option (right to buy)	\$14.75							(12)	12/16/2021	Common Stock	14,556		14,556	D	
Restricted Stock Unit	(13)							(13)	(13)	Common Stock	7,596		7,596	D	
Option (right to buy)	\$18							(14)	08/05/2024	Common Stock	90,000		90,000	D	
Restricted Stock Unit	(15)							(15)	(15)	Common Stock	7,048		7,048	D	

**Explanation of Responses:**

- Includes holdings through a self-directed IRA or revocable grantor trust
- Represents common share equivalents acquired by the reporting person in the DDCP pursuant to the reinvestment of dividends received during the quarter on common share equivalents held in the DDCP by the reporting person at the time such dividend was paid on the underlying shares, based upon closing price of the underlying shares on the last day of the quarter. Common share equivalents received for dividend

reinvestments are fully vested on the transaction date listed above and become payable upon termination of service as a director. Includes subtraction of 1.5140 shares that were overstated in last Form 4 filed for the reporting person.

3. Common share equivalents become payable upon termination of service as a director except for any unvested portion of the Issuer matching contribution.

4. These options vest in four equal annual installments beginning one year after the 12/13/2012 date of grant.

5. These options vest in four equal annual installments beginning one year after the 12/06/2010 date of grant.

6. These options vest in four equal annual installments beginning one year after the 12/10/2013 date of grant.

7. These options vest in four equal annual installments beginning one year after the 12/02/2014 date of grant.

8. These options vest in four equal annual installments beginning one year after the 08/15/2007 date of grant.

9. These options vest in four equal annual installments beginning one year after the 06/22/2009 date of grant.

10. These options vest in four equal annual installments beginning one year after the 05/05/2008 date of grant.

11. These options vest in four equal annual installments beginning one year after the 12/31/2009 date of grant.

12. These options vest in four equal annual installments beginning one year after the 12/16/2011 date of grant.

13. The restricted stock units vest in the three equal annual installments beginning one year after the November 16, 2015 date of grant

14. Such options will vest on 12/31/2017 if specific performance metrics are satisfied, as determined by the Board of Directors.

15. The restricted stock units vest in the two equal annual installments beginning one year after the November 16, 2016 date of grant

**Remarks:**

[/s/ Holschbach Leon J](#) [01/04/2017](#)

[/s/ Douglas J. Tucker, attorney-in-fact](#) [01/04/2017](#)

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

Know all by these presents, that the undersigned hereby constitutes and appoints each of Douglas

J. Tucker and Sarah Leonard as the undersigned's true and lawful attorney-in-fact to:

(1) prepare, execute for and on behalf of the undersigned, and submit to the United States Securities and Exchange Commission (the "Commission") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the Commission of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as a reporting person of Midland States Bancorp, Inc. (the "Company") pursuant to Section 16 of the Exchange Act and the rules thereunder, Forms 3, 4 and 5 in accordance with Section 16(a) of the Exchange Act and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and file such form with the Commission and the applicable stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any of such attorneys in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to act separately and to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any of such attorneys-in-fact, or the substitute or substitutes of any of such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as

of this 2nd day of February, 2016

/s/Leon J. Holschbach  
Signature