
**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): November 14, 2016

Midland States Bancorp, Inc.

(Exact Name of Registrant as Specified in Charter)

Illinois
(State or Other Jurisdiction of Incorporation)

001-35272
(Commission File Number)

37-1233196
(I.R.S. Employer Identification Number)

1201 Network Centre Drive, Effingham, Illinois 62401
(Address of Principal Executive Offices) (Zip Code)

(217) 342-7321
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

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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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 14, 2016, Midland States Bancorp, Inc. (the “Company”) and Midland States Bank, a wholly owned subsidiary of the Company (the “Bank”), announced that Kevin L. Thompson has been appointed to the position of Chief Financial Officer of the Company, effective November 14, 2016. Mr. Thompson was also appointed as Chief Financial Officer of the Bank effective November 7, 2016.

Jeffrey G. Ludwig, who was promoted to President of the Bank in February, 2016, and is also the Executive Vice President of the Company, had been the Chief Financial Officer of the Bank and the Company prior to the date of Mr. Thompson’s appointment to each position.

Mr. Thompson, age 43, previously served as Senior Vice President, Corporate Finance of Zions Bancorporation since 2014. In this position, Mr. Thompson was responsible for financial planning and analysis, budgeting, forecasting, stress testing and overseeing the asset liability management processes. Prior to joining Zions, Mr. Thompson worked for American Express from 2006 to 2014, where he ascended to the position of Chief Financial Officer and Treasurer of American Express Centurion Bank. In this role, Mr. Thompson was responsible for managing the bank’s asset/liability oversight, interest rate risk, liquidity, reserves, budgeting, forecasting, and capital planning. Mr. Thompson is a Certified Public Accountant and holds an M.B.A. and B.S. from Brigham Young University.

Mr. Thompson has entered into an employment agreement with the Company and the Bank which provides for an annual salary of \$306,000 and an initial term of one year, with an automatic renewal for additional one-year periods commencing on each anniversary thereafter, unless either party provides written notice of nonrenewal ninety days prior to the extension date. Under the agreement, Mr. Thompson’s target bonus is required to be at least 40% of his base salary. If a change in control of the Company occurs during the term of the agreement, the agreement will remain in effect for the two-year period following the change in control. Following Mr. Thompson’s termination of employment, he will generally be subject to non-competition and non-solicitation restrictions for a period of 12 months. In the event Mr. Thompson’s employment is terminated by the Company in connection with a change in control (other than for cause), he will be entitled to receive the sum of 100% of his salary plus the average of his bonus payments for the prior three years. He will also be entitled to COBRA coverage at employee rates for up to 12 months and a pro rata bonus for the year of termination. Mr. Thompson also received a sign-on bonus of \$60,000, and is eligible to receive a discretionary bonus for the Company’s 2016 fiscal year.

Item 7.01. Regulation FD Disclosure.

On November 14, 2016, the Company issued a press release announcing the appointment of Kevin L. Thompson as Chief Financial Officer of the Company. A copy of the press release is furnished herewith as Exhibit 99.1 and incorporated herein by reference.

The information furnished pursuant to this Item and the related exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as may be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|--|
| 99.1 | Press Release of Midland States Bancorp, Inc., dated November 14, 2016 |

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.

Midland States Bancorp, Inc.

Date: November 14, 2016

By: /s/ Douglas J. Tucker

Douglas J. Tucker

Senior Vice President and Corporate Counsel

EXHIBIT INDEX

Exhibit No. **Description**

99.1 Press Release of Midland States Bancorp, Inc., dated November 14, 2016

Midland States Bancorp Names Kevin L. Thompson Chief Financial Officer

EFFINGHAM, Ill., Nov. 14, 2016 (GLOBE NEWSWIRE) -- Midland States Bancorp, Inc. (NASDAQ:MSBI) announced today that Kevin L. Thompson has been appointed to the position of Chief Financial Officer of the holding company and the bank. Mr. Thompson succeeds Jeffrey G. Ludwig in the CFO role, which follows Mr. Ludwig's promotion to President of Midland States Bank in February 2016. Mr. Ludwig is also Executive Vice President of the holding company.

"We are very pleased to welcome Kevin Thompson to Midland," said Leon J. Holschbach, President and Chief Executive Officer of Midland States Bancorp. "Kevin possesses an impressive range of financial, strategic and analytical skills that he developed while serving in senior finance positions at large financial institutions such as Zions Bancorporation and American Express. He has extensive experience working with broadly diversified, high growth institutions, and will be an effective leader as we continue to build the Midland franchise.

"Following Jeff's promotion to President of the Bank, we conducted a broad search for a new CFO that would allow Jeff to focus more on his operational and strategic responsibilities, including heading up the recently announced Operational Excellence initiative under our Strategic Plan," said Mr. Holschbach.

Mr. Thompson said, "I am thrilled to be joining Midland and look forward to being a part of its continued growth. I have been fortunate to previously work at two other great banking organizations, and it is clear to me that Midland also has a great management and a strong corporate culture."

Kevin Thompson joins Midland from Zions Bancorporation, where he served as Senior Vice President, Corporate Finance since 2014. In this position, Mr. Thompson was responsible for financial planning and analysis, budgeting, forecasting and CCAR/DFAST stress testing. Prior to joining Zions, Mr. Thompson worked for American Express from 2006 to 2014, where he ascended to the position of Chief Financial Officer and Treasurer of American Express Centurion Bank, a \$35 billion financial institution. In this role, Mr. Thompson was responsible for managing the bank's asset/liability process, interest rate risk, liquidity, reserves, budgeting, forecasting, and capital planning.

Mr. Thompson is a Certified Public Accountant and holds an M.B.A. and B.S. from Brigham Young University.

About Midland States Bancorp, Inc.

Midland States Bancorp, Inc. is a community-based financial holding company headquartered in Effingham, Illinois, and is the sole shareholder of Midland States Bank. Midland had assets of approximately \$3.2 billion, and its Midland Wealth Management Group had assets under administration of approximately \$1.2 billion as of September 30, 2016. Midland provides a full range of commercial and consumer banking products and services, merchant credit card services, trust and investment management, and insurance and financial planning services. In addition, commercial equipment leasing services are provided through Heartland Business Credit, and multi-family and healthcare facility FHA financing is provided through Love Funding, Midland's non-bank subsidiaries. Midland has more than 80 locations across the United States. For additional information, visit www.midlandsb.com or follow Midland on LinkedIn at <https://www.linkedin.com/company/midland-states-bank>.

Forward-Looking Statements

Readers should note that in addition to the historical information contained herein, this press release includes "forward-looking statements," including but not limited to statements about the Company's future growth and its Operational Excellence initiative. These statements are subject to many risks and uncertainties, including changes in interest rates and other general economic, business and political conditions, including changes in the financial markets; changes in business plans as circumstances warrant; and other risks detailed from time to time in filings made by the Company with the Securities and Exchange Commission. Readers should note that the forward-looking statements included in this press release are not a guarantee of future events, and that actual events may differ materially from those made in or suggested by the forward-looking statements. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "will," "propose," "may," "plan," "seek," "expect," "intend," "estimate," "anticipate," "believe" or "continue," or similar terminology. Any forward-looking statements presented herein are made only as of the date of this press release, and we do not undertake any obligation to update or revise any forward-looking statements to reflect changes in assumptions, the occurrence of unanticipated events, or otherwise.

CONTACTS:

Jeffrey G. Ludwig, Exec. V.P., at jludwig@midlandsb.com or (217) 342-7321

Douglas J. Tucker, Sr. V.P., Corporate Counsel, at dtucker@midlandsb.com or (217) 342-7321