

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Funderburg R. Robert Jr</u>  (Last) (First) (Middle) <u>1201 NETWORK CENTRE DRIVE</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  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2019</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  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	01/02/2019		S		7,528	D	\$22.6	503,552 <sup>(1)</sup>	D	
Common Stock	01/02/2019		S		7,058	D	\$22.6305 <sup>(2)</sup>	414,355 <sup>(3)</sup>	I	Irrevocable Trust(s)

**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					

**Explanation of Responses:**

- The shares of Common Stock of the Issuer reported by the Reporting Person represent shares held through revocable trusts or directly by or for the benefit of the Reporting Person or members of his household. The Reporting Person may be deemed to be the beneficial owner of certain of such shares of Common Stock of the Issuer held directly by or in trust for the benefit of such members of his household but the Reporting Person does not have any voting or dispositive powers with respect to these shares and disclaims any beneficial ownership thereof and this report shall not be deemed an admission that the Reporting Person is the beneficial owner thereof for the purposes of Section 16 or otherwise.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.48 - \$22.71 inclusive. The reporting person undertakes to provide to Midland States Bancorp, Inc., any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in this footnote.
- The shares of Common Stock of the Issuer reported by the Reporting Person represent shares held through various irrevocable trusts for which Midland States Bank acts as trustee and of which the Reporting Person is a beneficiary and may be deemed to be the beneficial owner of the shares of Common Stock of the Issuer held therein. The Reporting Person disclaims beneficial ownership thereof except to the extent of his pecuniary interest therein for the purposes of Section 16 or otherwise. Midland States Bank serves solely as trustee of such trusts and has no pecuniary interest as to the shares of Common Stock of the Issuer held therein.

**Remarks:**

/s/ Funderburg, Jr., R. Robert 01/03/2019

/s/ Douglas J. Tucker, attorney- 01/03/2019  
in-fact

\*\* 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.**