

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 17, 2019**

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
(IRS Employer Identification No.)

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

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

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 (*see* General Instruction A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, \$0.01 par value	MSBI	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b—2 of the Securities Exchange Act of 1934 (§240.12b—2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.02. Unregistered Sales of Equity Securities.

As previously disclosed, on April 2, 2019, Midland States Bancorp, Inc., an Illinois corporation (the “Company”), and its wholly owned merger subsidiary entered into an Agreement and Plan of Merger with HomeStar Financial Group, Inc., a Delaware corporation (“HomeStar”), which is the holding company of HomeStar Bank and Financial Services. On July 17, 2019, HomeStar merged with and into the Company’s merger subsidiary (the “Merger”), and thereby became a wholly owned subsidiary of the Company.

In the Merger, HomeStar’s stockholders received an aggregate of: (i) 405,000 shares of the Company’s common stock, par value \$0.01 per share (“Common Stock”), and (ii) approximately \$1.0 million. The shares of Common Stock issued in connection with the Merger were issued in reliance upon the exemptions from registration afforded by Section 4(a)(2) and Rule 506(b) under the Securities Act of 1933, as amended.

Item 7.01. Regulation FD Disclosure.

On July 17, 2019, the Company issued a press release announcing the closing of the Merger with HomeStar, as described under Item 3.02. 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. The furnishing of information pursuant to this Item 7.01 will not be deemed an admission as to the materiality of any information in this Current Report on Form 8-K that is required to be disclosed solely by Regulation FD.

Item 9.01 Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated July 17, 2019

SIGNATURES

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.

Date: July 17, 2019

MIDLAND STATES BANCORP, INC.

By: /s/ Douglas J. Tucker
Name: Douglas J. Tucker
Title: Senior Vice President and Corporate Counsel



Midland States Bancorp, Inc. Completes the Acquisition of HomeStar Financial Group

Effingham, IL, July 17, 2019 — Midland States Bancorp, Inc. (NASDAQ: MSBI) (the “Company” or “Midland”) today announced that it has completed its acquisition of HomeStar Financial Group, Inc. (“HomeStar”), the parent company of HomeStar Bank and Financial Services (“HomeStar Bank”). As of March 31, 2019, HomeStar Bank had approximately \$381.4 million in assets, \$216.6 million in loans and \$339.3 million in deposits.

Jeff Ludwig, President and Chief Executive Officer of Midland, commented, “We are excited to welcome HomeStar’s customers, employees and shareholders to Midland. We look forward to offering HomeStar customers a broader selection of financial products and services, while maintaining the same exceptional service level that they have come to expect. With the financial strength that Midland provides, we believe we can expand upon the leading position that we now have in the Kankakee, IL market, capitalize on the synergies of this combination, and create strong value for our new and existing shareholders.”

Bill Smith, Chief Executive Officer of HomeStar, said, “We have worked closely with the Midland team over the past few months to ensure a smooth transition for our customers and employees. We are confident that the strength of the combined organization will provide a superior banking experience for our customers in the years ahead.”

Consideration paid by Midland in the transaction was 405,000 shares of Midland common stock and approximately \$1.0 million of cash. HomeStar redeemed all of its outstanding Trust Preferred Securities prior to the closing.

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. As of March 31, 2019, the Company had total assets of approximately \$5.64 billion and its Wealth Management Group had assets under administration of approximately \$3.10 billion. Midland provides a full range of commercial and consumer banking products and services, business equipment financing, merchant credit card services, trust, investment management and financial planning services. In addition, multi-family and healthcare facility FHA financing is provided through Love Funding, Midland’s non-bank subsidiary. For additional information, please 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 Midland’s expected loan production, operating expenses, future earnings levels and other projections relating to the

transaction. These statements are subject to many risks and uncertainties, including (i) the possibility that any of the anticipated benefits of the transaction will not be realized within the expected time period or at all; (ii) the risk that integration of HomeStar's operations will be materially delayed or will be more costly or difficult than expected; (iii) the effect of the announcement of the transaction on customer relationships and operating results; (iv) the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; and (v) other risks detailed from time to time in filings made by Midland 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.

CONTACT:

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