

**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): **February 28, 2018**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under the Exchange Act (17 CFR 240.12b-2).

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 2.01. Completion of Acquisition or Disposition of Assets.

On February 28, 2018, Midland States Bancorp, Inc. ("Midland") completed its acquisition of Alpine Bancorporation, Inc. ("Alpine") pursuant to the previously announced Agreement and Plan of Merger, dated as of October 16, 2017 (the "Merger Agreement"), by and among Midland, Peak Midland Acquisition, LLC ("Merger Sub"), and Alpine. Alpine was merged with and into Merger Sub (the "Merger"), with Merger Sub surviving as a wholly owned subsidiary of Midland. As a result of the Merger, Alpine's wholly owned bank subsidiary, Alpine Bank & Trust Co., became a wholly owned subsidiary of Midland.

At the effective time of the Merger, each share of Alpine common stock was converted into the right to receive a combination of \$3.94 in cash and 0.5282 shares of Midland common stock, with cash paid in lieu of any fractional shares. In the aggregate, Midland paid \$33,306,000 and issued 4,463,200 shares of Midland common stock in respect of the outstanding shares of Alpine common stock. In addition, in connection with the Merger each outstanding restricted stock unit issued by Alpine was settled in cash for a payment of \$19.55.

The foregoing description of the Merger and the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, which was filed as Exhibit 2.1 to Midland's Current Report on Form 8-K filed on October 17, 2017, and is incorporated by reference herein.

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

On February 28, 2018, Laurence A. Schiffer resigned from Midland's board of directors. Mr. Schiffer resigned because, as a result of the issuance of shares of Midland common stock in the Merger, the shares held by certain family members of Andrew S. Love, Jr. (the "Love Family") now represent less than 4.0% of the total voting power of Midland common stock, resulting in the termination of the Love Family's right to designate a director for appointment to Midland's board of directors pursuant to the Agreement and Plan of Merger, dated as of April 7, 2014, among Midland, HB Acquisition LLC and Love Savings Holding Company.

Item 7.01. Regulation FD Disclosure.

On February 28, 2018, Midland issued a press release announcing the completion of the Merger. 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.

(a) Financial Statements of Business Acquired.

As permitted by Item 9.01(a)(4) of Form 8-K, Midland intends to file the historical financial statements required by Item 9.01(a) of Form 8-K as an amendment to this Current Report on Form 8-K not later than 71 days after the date this Current Report on Form 8-K is required to be filed.

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(b) Pro Forma Financial Information.

As permitted by Item 9.01(b)(2) of Form 8-K, Midland intends to file the pro forma financial information required by Item 9.01(b) of Form 8-K as an amendment to this Current Report on Form 8-K not later than 71 days after the date this Current Report on Form 8-K is required to be filed.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
2.1	<u>Agreement and Plan of Merger, dated as of October 16, 2017, among Midland States Bancorp, Inc., Peak Midland Acquisition, LLC and Alpine Bancorporation, Inc. (incorporated by reference to Exhibit 2.1 to Midland States Bancorp, Inc.'s Current Report on Form 8-K filed on October 17, 2017)*</u>
99.1	<u>Press Release, dated February 28, 2018</u>

* Certain schedules to this agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K and Midland agrees to furnish supplementally to the Securities and Exchange Commission a copy of any omitted schedule upon request.

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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: February 28, 2018

MIDLAND STATES BANCORP, INC.

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

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**Midland States Bancorp, Inc. Completes
the Acquisition of Alpine Bancorporation**

Effingham, IL, February 28, 2018 — Midland States Bancorp, Inc. (NASDAQ: MSBI) (“Midland”) today announced it has completed its acquisition of Alpine Bancorporation, Inc. (“Alpine”), the parent company of Alpine Bank & Trust Co. As a result of the transaction, Alpine Bank & Trust Co. is now a wholly owned subsidiary of Midland. The transaction brings Midland’s total assets to approximately \$5.7 billion and its Wealth Management group to more than \$3.1 billion in assets under administration, based on information as of December 31, 2017.

Leon J. Holschbach, Chief Executive Officer of Midland, commented, “We are very pleased to welcome Alpine’s customers, employees and shareholders to Midland. The combination of our two companies creates the fourth largest community bank based in Illinois, with more than 70 branches to serve our customers in both Illinois and Missouri. Since our IPO in 2016, we have doubled the size of the Company and built a strong business model centered around core community banking and wealth management that we believe will produce attractive long-term returns for our shareholders.”

R. Robert Funderburg, Jr., Chairman of the Board of Alpine, added, “At the core, we are both community banks investing back in the communities we serve with long histories of helping generations of families with their personal, business and wealth management needs. Our customers will be able to enjoy more services and more convenience, all delivered with the same attention to detail and personal service they have come to expect.”

Mr. Holschbach also added, “We are pleased that Rob Funderburg has agreed to join our holding company board, and Bill Roop, Alpine Bank’s President and Chief Executive Officer, will join our bank board and will be continuing in a client relationship and integration liaison role for us. Their continued presence, together with the rest of the ongoing Alpine team, will help ensure continuity in market presence and leadership.”

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 and Alpine Bank. As of February 28, 2018, the Company had total assets of approximately \$5.7 billion and its Wealth Management group had assets under administration of approximately \$3.1 billion. 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 financing is provided through Midland Equipment Finance, and multi-family and healthcare facility FHA financing is provided through Love Funding. For additional information,

visit www.midlandsb.com or 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 integration of the Alpine transaction. These statements are subject to many risks and uncertainties, as 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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