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): October 27, 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 (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))

Item 2.02. Results of Operations and Financial Condition.

On October 27, 2016, Midland States Bancorp, Inc. (the "Company") issued a press release announcing its earnings results for the third quarter of 2016. The press release is attached as Exhibit 99.1.

Item 7.01. Regulation FD Disclosure

On October 27, 2016, the Company made available on its website a slide presentation regarding the Company's third quarter 2016 financial results, which will be used as part of a publicly accessible conference call on October 28, 2016. The slide presentation is attached as Exhibit 99.2.

The information in this Form 8-K and the attached exhibits shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in any such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release of Midland States Bancorp, Inc., dated October 27, 2016
99.2	Slide Presentation of Midland States Bancorp, Inc. regarding third quarter 2016 financial results

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: October 27, 2016 MIDLAND STATES BANCORP, INC.

By: /s/ Douglas J. Tucker

Name: Douglas J. Tucker

Title: Senior Vice President and Corporate Counsel

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release of Midland States Bancorp, Inc., dated October 27, 2016
99.2	Slide Presentation of Midland States Bancorp, Inc. regarding third quarter 2016 financial results

Midland States Bancorp, Inc. Announces 2016 Third Quarter Results

Third Quarter 2016 Summary

- Net income of \$8.1 million, or \$0.51 diluted earnings per share
- Total loans increased \$152 million to \$2.31 billion at September 30, 2016
- Average loans increased \$96 million, or 17.7% annualized
- Non-interest income of \$14.9 million, or 35.4% of total revenue
- Return on average assets of 1.03%; Return on average equity of 10.04%

EFFINGHAM, Ill., Oct. 27, 2016 (GLOBE NEWSWIRE) -- Midland States Bancorp, Inc. (NASDAQ:MSBI) (the "Company") today reported net income of \$8.1 million, or \$0.51 diluted earnings per share, for the third quarter of 2016, compared with net income of \$6.8 million, or \$0.50 diluted earnings per share, for the second quarter of 2016, and net income of \$3.4 million, or \$0.28 diluted earnings per share, for the third quarter of 2015.

"We delivered a solid quarter driven by well-diversified loan production and improved efficiencies," said Leon J. Holschbach, President and Chief Executive Officer of the Company. "As a result of this performance, we were able to generate a higher level of earnings and an improvement in our return on average assets.

"We had excellent growth across the loan portfolio with double-digit annualized increases in the commercial real estate, residential real estate, consumer and equipment leasing portfolios. We also continued to generate a high level of non-interest income with solid contributions from our residential mortgage banking and wealth management businesses. This offset a light quarter in the commercial FHA business as we had relatively few loans in the latter stages of the pipeline during the third quarter.

"We continue to see strong loan demand throughout our markets. As we continue to generate quality balance sheet growth and maintain disciplined expense control, we expect to see a continuation of the positive trends in the business going forward," said Mr. Holschbach.

Net Interest Income

Net interest income for the third quarter of 2016 was \$27.3 million, a decrease of 2.6% from \$28.0 million for the second quarter of 2016. The Company's net interest income benefits from accretion income associated with purchased loan portfolios. Accretion income totaled \$2.6 million for the third quarter of 2016, compared with \$4.9 million for the second quarter of 2016. The reduction in accretion income offset the impact of higher average loan balances in the third quarter of 2016.

Relative to the third quarter of 2015, net interest income increased \$1.8 million due to an increase in average loan balances.

Net Interest Margin

Net interest margin for the third quarter of 2016 was 4.00%, compared to 4.20% for the second quarter of 2016. The Company's net interest margin benefits from accretion income on purchased loan portfolios. Excluding accretion income, net interest margin was 3.66% for the third quarter of 2016, compared with 3.52% for the second quarter of 2016. The increase in net interest margin excluding accretion income was primarily attributable to a favorable shift in the mix of both earning assets and funding liabilities within the balance sheet. Average cash balances decreased by \$77.6 million and was redeployed into higher yielding loans and investments in the third quarter compared to the second quarter, while at the same time interest bearing liabilities decreased and funding shifted to increased levels of both noninterest bearing deposits and equity.

Relative to the third quarter of 2015, the net interest margin declined from 4.17%, primarily due to lower average yields on loans and investment securities. Excluding accretion income, net interest margin declined from 3.83%, which was primarily attributable to lower average yields on loans and investment securities and an increase in cost of funds.

Noninterest Income

Noninterest income for the third quarter of 2016 was \$14.9 million, an increase of 6.6% from \$14.0 million for the second quarter of 2016. The increase was primarily attributable to higher residential mortgage banking revenue and the absence of FDIC loss-sharing expense. This was partially offset by lower commercial FHA revenue.

Commercial FHA revenue for the third quarter of 2016 was \$3.3 million, a decrease of 61.8% from \$8.5 million in the second quarter of 2016. The Company originated \$73.4 million in rate lock commitments during the third quarter of 2016, compared to \$281.2 million in the prior quarter. The Company also recorded mortgage servicing rights impairment of \$1.1 million in the third quarter of 2016.

Residential mortgage banking revenue for the third quarter of 2016 was \$5.0 million, an increase from \$1.0 million in the second quarter of 2016. During the second quarter of 2016, the Company recorded mortgage servicing rights impairment of \$3.0 million, which substantially reduced the residential mortgage banking revenue recognized in that quarter.

Relative to the third quarter of 2015, noninterest income increased 3.3% from \$14.5 million. The increase was primarily due to higher residential mortgage banking and wealth management revenue, which was partially offset by lower commercial FHA revenue.

Noninterest Expense

Noninterest expense for the third quarter of 2016 was \$28.7 million, a decrease of 7.2% from \$30.9 million for the second quarter of 2016. The decrease was primarily driven by lower salaries and benefits expense. Non-interest expense in the second quarter of 2016 also included a \$511,000 write-off of accounting discount related to the early payoff of subordinated debt, while no similar write-off occurred in the third quarter of 2016.

Relative to the third quarter of 2015, noninterest expense increased 3.0% from \$27.8 million. The increase was primarily due to higher salaries and benefits expense resulting from an increase in FTEs over the past 12 months.

Loan Portfolio

Total loans outstanding were \$2.31 billion at September 30, 2016, compared with \$2.16 billion at June 30, 2016, and \$1.97 billion at September 30, 2015. The \$151.7 million increase in the loan portfolio from June 30, 2016 was driven primarily by a \$55.8 million increase in commercial loans, a \$26.9 million increase in commercial real estate loans, a \$37.8 million increase in residential real estate loans, a \$43.1 million increase in consumer loans, and a \$5.9 million increase in equipment lease financing loans. These increases were partially offset by a \$17.8 million decrease in construction and land development loans, most of which migrated to permanent financing in the commercial real estate portfolio.

Approximately \$73 million of the increase in total loans outstanding at September 30, 2016 compared to June 30, 2016 was related to advances on a warehouse line of credit to a customer that originates government-guaranteed commercial FHA loans. The advances on this warehouse line of credit are short-term in nature.

Deposits

Total deposits were \$2.42 billion at September 30, 2016, compared with \$2.35 billion at June 30, 2016, and \$2.30 billion at September 30, 2015. The increase in total deposits from June 30, 2016 was primarily due to an increase in demand deposits, partially offset by a decrease in time and brokered deposits. Approximately \$101.4 million of the increase in demand deposits during the third quarter of 2016 was attributable to commercial and residential mortgage servicing accounts. Of this increase, approximately \$82.3 million represents new loan origination and modification payments received in the commercial FHA banking business that were remitted to GNMA in October 2016.

Asset Quality

Non-performing loans totaled \$29.9 million, or 1.29% of total loans, at September 30, 2016, compared with \$18.4 million, or 0.85% of total loans, at June 30, 2016. The increase in non-performing loans is primarily due to one commercial real estate loan that was classified as a troubled debt restructuring ("TDR") during the quarter.

Net charge-offs for the third quarter of 2016 were \$585,000, or 0.11% of average loans on an annualized basis.

The Company recorded a provision for loan losses of \$1.4 million for the third quarter of 2016, primarily to reflect the growth in the loan portfolio.

The Company's allowance for loan losses was 0.67% of total loans and 52.0% of non-performing loans at September 30, 2016, compared with 0.68% and 80.0%, respectively, at June 30, 2016. Including the fair market value discounts recorded in connection with acquired loan portfolios, the allowance for loan losses to total loans ratio was 1.06% at September 30, 2016, compared with 1.13% at June 30, 2016.

Capital

At September 30, 2016, the Company exceeded all regulatory capital requirements under Basel III and was considered to be a "well-capitalized" financial institution, as summarized in the following table:

	September 30,	Well Capitalized
	2016	Regulatory Requirements
Total capital to risk-weighted assets	13.53%	10.00%
Tier 1 capital to risk-weighted assets	10.94%	8.00%
Tier 1 leverage ratio	9.82%	5.00%
Tier 1 common capital to risk-weighted assets	9.03%	6.50%
Tangible common equity to tangible assets	8.44%	NA

Conference Call, Webcast and Slide Presentation

The Company will host a conference call and webcast at 7:30 a.m. Central Time on Friday, October 28, 2016. During the call, management will review the third quarter results and operational highlights. The call can be accessed via telephone at (877) 516-3531 (passcode: 85446301). A recorded replay can be accessed through November 3, 2016 by dialing (855) 859-2056; passcode: 85446301.

A slide presentation relating to the third quarter results will be accessible prior to the scheduled conference call. The slide presentation and webcast of the conference call can be accessed on the Webcasts and Presentations page of the Company's investor relations website.

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.

Non-GAAP Financial Measures

Some of the financial measures included in this press release are not measures of financial performance recognized in accordance with accounting principles generally accepted in the United States ("GAAP"). These non-GAAP financial measures include "Adjusted Earnings," "Adjusted Diluted Earnings Per Share," "Adjusted Return on Average Assets," "Adjusted Return on Average Shareholders' Equity," "Adjusted Return on Average Tangible Common Equity," "Yield on Loans Excluding Accretion Income," "Net Interest Margin Excluding Accretion Income," "Tangible Common Equity to Tangible Assets," "Tangible Book Value Per Share" and "Return on Average Tangible Common Equity." The Company believes that these non-GAAP financial measures provide both management and investors a more complete understanding of the Company's funding profile and profitability. These non-GAAP financial measures are supplemental and are not a substitute for any analysis based on GAAP financial measures.

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 expected loan production and future earnings levels. 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.

MIDLAND STATES BANCORP, INC. CONSOLIDATED FINANCIAL SUMMARY (unaudited)

	For the Quarter Ended											
	Se	eptember 30,	,	June 30,		March 31,		December 31,		Se	eptember 30,	
(in thousands, except per share data)		2016			2016	2016		2015		2015		
Earnings Summary					_							
Net interest income	\$	27,265		\$	27,989	\$	24,041		\$	26,452	\$	25,437
Provision for loan losses		1,392			629		1,125			1,052		6,699
Noninterest income		14,937			14,016		12,618			12,799		14,464
Noninterest expense		28,663			30,903	_	27,639	_		27,692		27,823
Income before income taxes		12,147			10,473		7,895			10,507		5,379
Income taxes		4,102			3,683		2,777	_		2,811		1,928
Net income		8,045			6,790		5,118	_		7,696		3,451
Net income (loss) attributable to noncontrolling												
interest in subsidiaries		(6)		1		(1)		<u> </u>		1	6	
Net income attributable to Midland States Bancorp,	ф	0.051		ф	C 700	φ	F 110		ф	7.605	ф	2.445
Inc.	\$	8,051	:	\$	6,789	\$	5,119	=	\$	7,695	\$	3,445
Diluted earnings per common share	\$	0.51		\$	0.50	\$	0.42		\$	0.63	\$	0.28
Weighted average shares outstanding - diluted	-	15,858,273			3,635,074	Ψ	12,229,293			2,181,664		12,130,529
Return on average assets		1.03 %	%	10	0.89%		0.70	0/2	1	1.06%		0.49%
Return on average shareholders' equity		10.04 %			10.18%		8.69			13.19%		5.88%
Return on average snarcholders' equity		10.04 /	U		10.10 /0		0.03	70		13.13 /0		3.00 70
equity		12.01 %	6		12.67%		11.22	%		17.26%		7.72%
Net interest margin		4.00 %			4.20%		3.80			4.19%		4.17%
Efficiency ratio		64.56 %			67.09%		67.73	%		68.83%		64.32%
J												
Adjusted Earnings Performance Summary												
Adjusted earnings	\$	8,269		\$	7,107	\$	5,767		\$	7,525	\$	4,638
Adjusted diluted earnings per common share	\$	0.52		\$	0.52	\$	0.47		\$	0.61	\$	0.38
Adjusted return on average assets		1.06 %	6		0.93%		0.79	%		1.04%		0.66%
Adjusted return on average shareholders' equity		10.32 %	6		10.66%		9.79	%		12.90%		7.92%
Adjusted return on average tangible common												
shareholders' equity		12.34 %			13.27%		12.64			16.77%		10.39%
Net interest margin excluding accretion income		3.66 %	6		3.52%		3.55	%		3.56%		3.83%

MIDLAND STATES BANCORP, INC. CONSOLIDATED FINANCIAL SUMMARY (unaudited) (continued)

	For the Quarter Ended										
	Sep	tember 30,	June 30,	March 31,	De	ecember 31,	Sep	tember 30,			
(in thousands, except per share data)		2016	2016	2016		2015		2015			
Net interest income:			•								
Total interest income	\$	31,186	\$ 32,115	\$ 27,967	\$	30,300	\$	28,949			
Total interest expense		3,921	4,126	3,926		3,848		3,512			
Net interest income		27,265	27,989	24,041		26,452		25,437			
Provision for loan losses		1,392	629	1,125		1,052		6,699			
Net interest income after provision for loan losses		25,873	27,360	22,916		25,400		18,738			
Noninterest income:											
Commercial FHA revenue		3,260	8,538	6,562		3,045		5,914			
Residential mortgage banking revenue		4,990	1,037	1,121		3,328		3,490			
Wealth management revenue		1,941	1,870	1,785		1,831		1,808			
Service charges on deposit accounts		1,044	965	907		979		1,022			
Interchange revenue		920	945	964		858		895			
FDIC loss sharing expense		-	(1,608)	(53)		(212)		(57)			
Gain on sales of investment securities, net		39	72	204		33		1			
Other-than-temporary impairment on investment securities		-	-	(824)		_		(299)			
Other income		2,743	2,197	1,952		2,937		1,690			
Total noninterest income		14,937	14,016	12,618		12,799		14,464			
Noninterest expense:											
Salaries and employee benefits		16,568	17,012	15,387		13,725		14,932			
Occupancy and equipment		3,271	3,233	3,310		3,424		3,114			
Data processing		2,586	2,624	2,620		2,546		2,541			
Professional		1,877	1,573	1,701		2,079		2,075			
Amortization of intangible assets		514	519	580		598		597			
Other		3,847	5,942	4,041		5,320		4,564			
Total noninterest expense		28,663	30,903	27,639		27,692		27,823			
Income before income taxes		12,147	10,473	7,895		10,507		5,379			
Income taxes		4,102	3,683	2,777		2,811		1,928			
Net income		8,045	6,790	5,118		7,696		3,451			
Net (loss) income attributable to noncontrolling interest in		(6)	1	(1)		1		C			
subsidiaries	<u>r</u>	(6)	1	(1)	<u></u>	7.605	Φ.	6			
Net income attributable to Midland States Bancorp, Inc.	\$	8,051	\$ 6,789	\$ 5,119	\$	7,695	\$	3,445			
Basic earnings per common share	\$	0.51	\$ 0.51	\$ 0.43	\$	0.64	\$	0.29			
Diluted earnings per common share	\$	0.51	\$ 0.50	\$ 0.42	\$	0.63	\$	0.28			

MIDLAND STATES BANCORP, INC. CONSOLIDATED FINANCIAL SUMMARY (unaudited) (continued)

	As of										
	September 30,			June 30,		Tarch 31,	December 31,		Sej	otember 30,	
(in thousands)	2016			2016		2016		2015		2015	
Assets										<u> </u>	
Cash and cash equivalents	\$	228,030	\$	123,366	\$	162,416	\$	212,475	\$	206,664	
Investment securities available-for-sale at fair value		252,212		238,781		232,074		236,627		211,359	
Investment securities held to maturity at amortized cost		82,941		84,756		88,085		87,521		92,011	
Loans		2,312,778		2,161,041		2,016,034		1,995,589		1,972,844	
Allowance for loan losses		(15,559)		(14,752)		(14,571)		(15,988)		(15,157)	
Total loans, net		2,297,219		2,146,289		2,001,463		1,979,601		1,957,687	
Loans held for sale at fair value		61,363		101,782		103,365		54,413		53,032	
Premises and equipment, net		70,727		72,147		72,421		73,133		73,362	
Other real estate owned		4,828		3,540		4,740		5,472		6,471	
Mortgage servicing rights at lower of cost or market		64,689		62,808		65,486		66,651		65,417	
Intangible assets		5,391		5,905		6,424		7,004		7,601	

Goodwill	46,519	46,519	46,519	46,519	47,102
Cash surrender value of life insurance policies	74,276	73,665	53,173	52,729	52,271
Other assets	59,532	62,226	61,914	62,679	59,331
Total assets	\$ 3,247,727	\$ 3,021,784	\$ 2,898,080	\$ 2,884,824	\$ 2,832,308
Liabilities and Shareholders' Equity					
Noninterest bearing deposits	\$ 629,113	\$ 528,966	\$ 546,664	\$ 543,401	\$ 512,632
Interest bearing deposits	1,790,919	1,825,586	1,843,046	1,824,247	1,791,846
Total deposits	2,420,032	2,354,552	2,389,710	2,367,648	2,304,478
Short-term borrowings	138,289	125,014	101,649	107,538	108,823
FHLB advances and other borrowings	237,543	97,588	40,133	40,178	50,225
Subordinated debt	54,484	54,459	61,903	61,859	61,814
Trust preferred debentures	37,316	37,229	37,142	37,057	36,973
Other liabilities	38,273	36,627	28,982	37,488	38,370
Total liabilities	2,925,937	2,705,469	2,659,519	2,651,768	2,600,683
Midland States Bancorp, Inc. shareholders' equity	321,749	316,268	238,386	232,880	231,415
Noncontrolling interest in subsidiaries	41	47	175	176	210
Total shareholders' equity	321,790	316,315	238,561	233,056	231,625
Total liabilities and shareholders' equity	\$ 3,247,727	\$ 3,021,784	\$ 2,898,080	\$ 2,884,824	\$ 2,832,308

MIDLAND STATES BANCORP, INC. CONSOLIDATED FINANCIAL SUMMARY (unaudited) (continued)

						As of				
	Sej	ptember 30,	J	June 30,	M	larch 31,	De	cember 31,	Sep	tember 30,
(in thousands)		2016		2016		2016		2015		2015
Loan Portfolio										_
Commercial loans	\$	545,069	\$	489,228	\$	484,618	\$	499,573	\$	521,983
Commercial real estate loans		956,298		929,399		897,099		876,784		866,027
Construction and land development loans		163,900		181,667		159,507		150,266		131,083
Residential real estate loans		216,935		179,184		158,221		163,224		168,129
Consumer loans		248,131		205,060		158,938		161,512		157,521
Lease financing loans		182,445		176,503		157,651		144,230		128,101
Total loans	\$	2,312,778	\$2	2,161,041	\$2	2,016,034	\$	1,995,589	\$	1,972,844
Dan ala Barafalla										
Deposit Portfolio	φ	C20 112	φ	E20.000	φ	T 4C CC 4	ф	E 40, 401	c r	E12 C22
Noninterest-bearing demand deposits	\$	629,113	\$	528,966	\$	546,664	\$	543,401	\$	512,632
NOW accounts		658,021		627,003		612,475		621,925		623,494
Money market accounts		366,193		374,537		415,130		377,654		350,398
Savings accounts		162,742		164,792		163,163		155,778		154,632
Time deposits		420,779		431,173		433,386		446,621		426,762
Brokered deposits		183,184		228,081		218,892		222,269		236,560
Total deposits	\$	2,420,032	\$2	2,354,552	\$2	2,389,710	\$	2,367,648	\$	2,304,478

MIDLAND STATES BANCORP, INC. CONSOLIDATED FINANCIAL SUMMARY (unaudited) (continued)

	For the Quarter Ended													
	Se	ptember 30,	June 30,		N	Tarch 31,	De	cember 31,	Sej	ptember 30,				
(in thousands)		2016		2016		2016		2016		2015		2015		
Average Balance Sheets										_				
Cash and cash equivalents	\$	154,764	\$	232,362	\$	223,951	\$	184,072	\$	131,272				
Investment securities		348,265		338,224		327,267		345,114		317,886				
Loans		2,268,178	_2	,171,814	_ 2	,063,568		2,039,046		2,032,122				
Total interest-earning assets		2,771,207	2	,742,400	2	,614,786		2,568,232		2,481,280				
Non-earning assets		329,504		324,880		317,648		312,154		314,959				
Total assets	\$	3,100,711	\$3	3,067,280	\$2	,932,434	\$ 2	2,880,386	\$	2,796,239				

Interest-bearing deposits	\$ 1,803,189	\$1,844,493	\$1,832,599	\$ 1,813,974	\$ 1,733,899
Short-term borrowings	134,052	114,651	120,753	118,118	121,453
FHLB advances and other borrowings	165,774	185,195	99,499	48,583	54,056
Subordinated debt	54,470	61,677	61,878	61,835	62,830
Trust preferred debentures	37,266	37,182	37,094	37,013	37,083
Total interest-bearing liabilities	2,194,751	2,243,198	2,151,823	2,079,523	2,009,321
Noninterest-bearing deposits	550,816	522,632	511,019	529,196	509,259
Other noninterest-bearing liabilities	36,235	33,188	32,671	40,247	45,379
Shareholders' equity	318,909	268,262	236,921	231,420	232,280
Total liabilities and shareholders' equity	\$ 3,100,711	\$3,067,280	\$2,932,434		\$ 2,796,239
rotar maomiceo ama omaremoraero equity					
Yields					
Cash and cash equivalents	0.50%	0.50%	0.50%	0.27%	0.24%
Investment securities	4.93%	5.12%	5.31%	5.02%	5.33%
Loans	4.79%	5.22%	4.68%	5.15%	4.94%
Total interest-earning assets	4.57%	4.81%	4.40%	4.79%	4.73%
Interest-bearing deposits	0.48%	0.50%	0.49%	0.48%	0.44%
Short-term borrowings	0.24%	0.24%	0.23%	0.20%	0.18%
FHLB advances and other borrowings	0.73%	0.56%	0.55%	0.87%	0.81%
Subordinated debt	6.38%	6.87%	6.87 %	6.79%	6.76%
Trust preferred debentures	5.03%	4.95%	4.80 %	4.60%	3.97%
Total interest-bearing liabilities	0.71%	0.74%	0.73%	0.73%	0.69%
Net interest margin	4.00%	4.20%	3.80%	4.19%	4.17%

MIDLAND STATES BANCORP, INC. CONSOLIDATED FINANCIAL SUMMARY (unaudited) (continued)

As of and for the Quarter Ended September 30, June 30, March 31, December 31, September 30, 2016 2016 2016 2015 2015 (in thousands, except per share data) **Asset Quality** Loans 30-89 days past due \$ 10,318 \$ 10,453 \$ 6,616 \$ 10,120 11,079 Nonperforming loans 29,926 18,430 18,787 24,891 24,223 Nonperforming assets 34,304 21,469 22,312 29,206 30,118 Net charge-offs 585 448 2,542 220 7,748 0.45% 0.48% 0.33% 0.51% 0.56% Loans 30-89 days past due to total loans Nonperforming loans to total loans 1.29% 0.85% 0.93% 1.25% 1.23% Nonperforming assets to total assets 1.06% 0.71% 0.77% 1.01% 1.06% Allowance for loan losses to total loans 0.67% 0.80% 0.77% 0.68% 0.72% Allowance for loan losses to nonperforming loans 51.99% 80.04% 77.56% 64.23% 62.57% Net charge-offs to average loans 0.11% 0.09% 0.51% 0.04% 1.57% **Wealth Management** \$ 1,235,132 \$ 1,198,044 Trust assets under administration \$ 1,189,693 \$ 1,181,128 \$ 1,145,056 **Market Data** Book value per share at period end \$ 20.89 \$ 20.53 \$ 20.19 \$ 19.74 \$ 19.68 Tangible book value per share at period end \$ 17.52 \$ 17.13 \$ 15.71 \$ 15.20 \$ 15.03 \$ \$ \$ \$ Market price at period end 25.34 21.69 N/A \$ N/A N/A Shares outstanding at period end 15,404,423 15,402,946 11,804,779 11,797,404 11,760,589 Weighted average shares outstanding: Basic 15,578,703 13,358,289 11,957,381 11,924,072 11,911,414 Diluted 15,858,273 13,635,074 12,229,293 12,181,664 12,130,529 **Capital** Total capital to risk-weighted assets 13.53% 13.91% 11.67% 11.82% 11.43% Tier 1 capital to risk-weighted assets 10.94% 11.23% 8.48% 8.62% 8.19% 9.77% 7.25% 7.49% Tier 1 leverage ratio 9.82% 7.41% Tier 1 common capital to risk-weighted assets 9.03% 9.24% 6.40% 6.50% 6.16% Tangible common equity to tangible assets 8.44% 8.89% 6.52% 6.33% 6.36%

MIDLAND STATES BANCORP, INC. RECONCILIATIONS OF NON-GAAP FINANCIAL MEASURES

				For th	ne Quarter	End	ed		
	September 30,		June 30,	March 31,	De	ecember 31,	Sep	otember 30,	
(in thousands, except per share data)		2016		2016	2016		2015		2015
Adjusted Earnings Reconciliation									
Income before income taxes - GAAP	\$	12,147		\$ 10,473	\$ 7,895	\$	10,507	\$	5,379
Adjustments to other income:									
Gain on sales of investment securities, net		39		72	204		33		1
Other than-temporary-impairment on investment securities		-		-	(824)		-		(299)
FDIC loss-sharing expense		-		-	-		(212)		(57)
Amortization of FDIC indemnification asset, net		-		-	-		(39)		(121)
Reversal of contingent consideration accrual		-		350	-		-		-
Other income			_						12
Total adjusted other income		39	_	422	(620)		(218)		(464)
Adjustments to other expense:									
Expenses associated with payoff of subordinated debt		-		511	-		-		-
Integration and acquisition expenses		352	_	406	385		214		898
Total adjusted other expense		352	_	917	385		214		898
Adjusted earnings pre tax		12,460		10,968	8,900		10,939		6,741
Adjusted earnings tax		4,191	_	3,861	3,133		3,414		2,103
Adjusted earnings - non-GAAP	\$	8,269	-	\$ 7,107	\$ 5,767	\$	7,525	\$	4,638
Adjusted diluted EPS	\$	0.52		\$ 0.52	\$ 0.47	\$	0.61	\$	0.38
Adjusted return on average assets		1.06 %		0.93 %	0.79 %		1.04 %		0.66 %
Adjusted return on average shareholders' equity		10.32 %		10.66 %			12.90 %		7.92 %
Adjusted return on average tangible common equity		12.34 %)	13.27 %	12.64 %)	16.77 %		10.39 %
Yield on Loans									
Reported yield on loans		4.79 %		5.22 %	4.68 %		5.15 %		4.94 %
Effect of accretion income on acquired loans		(0.41) %		(0.85) %			(0.78) %		(0.41) %
Yield on loans excluding accretion income	_	4.38 %) :	4.37 %	4.38 %) =	4.37 %	=	4.53 %
Net Interest Margin									
Reported net interest margin		4.00 %		4.20 %	3.80 %		4.19 %		4.17 %
Effect of accretion income on acquired loans		(0.34) %	-	(0.68) %			(0.63) %		(0.34) %
Net interest margin excluding accretion income		3.66 %) -	3.52 %	3.55 %) =	3.56 %	_	3.83 %

MIDLAND STATES BANCORP, INC. RECONCILIATIONS OF NON-GAAP FINANCIAL MEASURES

Tangible Common Equity to Tangible Assets Ratio and Tangible Book Value Per Share

	As of									
(in thousands, except per share data)	Se	ptember 30, 2016	_	June 30, 2016		March 31, 2016		ecember 31, 2015	Se	2015
Shareholders' Equity to Tangible Common Equity										
Total shareholders' equity—GAAP	\$	321,790	\$	316,315	\$	238,561	\$	233,056	\$	231,625
Adjustments:										
Noncontrolling interest in subsidiaries		(41)		(47)		(175)		(176)		(210)
Goodwill		(46,519)		(46,519)		(46,519)		(46,519)		(47,102)
Other intangibles		(5,391)		(5,905)		(6,424)		(7,004)		(7,601)
Tangible common equity	\$	269,839	\$	263,844	\$	185,443	\$	179,357	\$	176,712

Total Assets to Tangible Assets:									
Total assets—GAAP	3	,247,727		3,021,784		2,898,080		2,884,824	2,832,308
Adjustments:									
Goodwill		(46,519)		(46,519)		(46,519)		(46,519)	(47,102)
Other intangibles		(5,391)		(5,905)		(6,424)		(7,004)	(7,601)
Tangible assets	\$ 3	,195,817	\$	2,969,360	\$	2,845,137	\$	2,831,301	\$ 2,777,605
Common Shares Outstanding	15	,404,423		15,402,946		11,804,779		11,797,404	11,760,589
Tangible Common Equity to Tangible Assets		8.44 %	,)	8.89 %	ó	6.52	%	6.33 %	6.36 %
Tangible Book Value Per Share	\$	17.52	\$	17.13	\$	15.71	\$	15.20	\$ 15.03

Return on Average Tangible Common Equity (ROATCE)

	As of												
(in thousands)	Se	ptember 30, 2016		June 30, 2016]	March 31, 2016	Do	ecember 31, 2015	Se	ptember 30, 2015			
Net Income	\$	8,051	\$	6,789	\$	5,119	\$	7,695	\$	3,445			
Average total shareholders' equity—GAAP Adjustments:	\$	318,909	\$	268,262	\$	236,921	\$	231,420	\$	232,287			
Noncontrolling interest in subsidiaries		(49)		(121)		(184)		(204)		(207)			
Goodwill		(46,519)		(46,519)		(46,519)		(46,997)		(47,102)			
Other intangibles		(5,656)		(6,184)		(6,740)		(7,324)		(7,917)			
Average tangible common equity	\$	266,685	\$	215,438	\$	183,478	\$	176,895	\$	177,061			
ROATCE	===	12.01 %	, ===	12.67 %	6 —	11.22 %		17.26 %	_	7.72 %			

CONTACTS:

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Forward-Looking Statements. This presentation contains forward-looking statements within the meaning of the federal securities laws. Forward-looking statements express management's current expectations, forecasts of future events or long-term goals and, by their nature, are subject to assumptions, risks and uncertainties, many of which are beyond the control of Midland States Bancorp, Inc. (the "Company", "Midland States" or "MSBI"). Actual results could differ materially from those indicated. Forward-looking statements speak only as of the date they are made and are inherently subject to uncertainties and changes in circumstances, including those described under the heading "Risk Factors" in the Company's registration statement on Form S-1, filed with the Securities and Exchange Commission ("SEC"). Forward-looking statements are not guarantees of future performance and should not be relied upon as representing management's views as of any subsequent date. The Company undertakes no obligation to update forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law.

Use of Non-GAAP Financial Measures. This presentation contains certain financial information determined by methods other than in accordance with accounting principles generally accepted in the United States ("GAAP"). These non-GAAP financial measures include "Adjusted Return on Average Assets," "Adjusted Return on Average Tangible Common Equity," "Adjusted Diluted Earnings Per Share," "Adjusted Earnings," "Adjusted Earnings Available to Common Shareholders," "Yields on Loans Excluding Accretion Income" "Net Interest Margin Excluding Accretion Income," and "Tangible Book Value Per Share." The Company believes that these non-GAAP financial measures provide both management and investors a more complete understanding of the Company's funding profile and profitability. These non-GAAP financial measures are supplemental and are not a substitute for any analysis based on GAAP financial measures. Because not all companies use the same calculation of these measures, this presentation may not be comparable to other similarly titled measures as calculated by other companies. Reconciliations of these non-GAAP measures are provided in the Appendix section of this presentation.



Third Quarter 2016 Summary

Strong Loan Growth

Annualized average loan growth of 17.7% in the quarter

Strong Growth in Multiple Portfolios

Diverse Revenue Mix

Non-interest income accounts for 35% of total revenue

Efficiencies

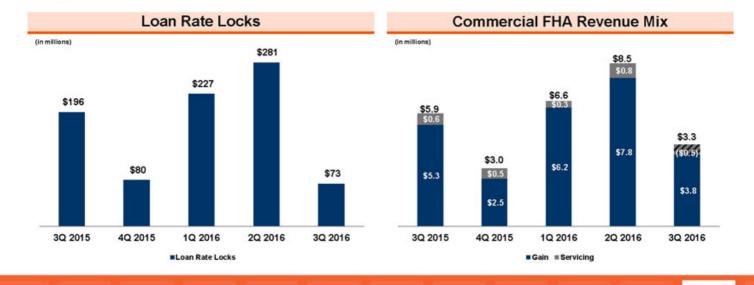
Efficiency Ratio¹ improves for the third consecutive quarter

¹ Efficiency Ratio represents non-interest expenses, as adjusted, divided by the sum of fully taxable equivalent net interest income plus non-interest income, as adjusted. Non-interest expense adjustments exclude integration and acquisition expenses. Non-interest income adjustments exclude mortgage servicing rights impairment / recapture, FDIC loss sharing expense, accretion / amortization of the FDIC indemnification asset, gains or losses from the sale of investment securities and other-than-temporary impairment on investment securities.



Business Unit Review - Love Funding

- Commercial FHA origination and servicing business focused on multifamily and healthcare facilities
- Long-term replacement reserve deposits for maintenance/capex of properties and escrow deposits are low-cost sources of funds
- Average deposits related to servicing were \$275 million in 3Q16
- Originated \$73 million in rate lock commitments in 3Q16

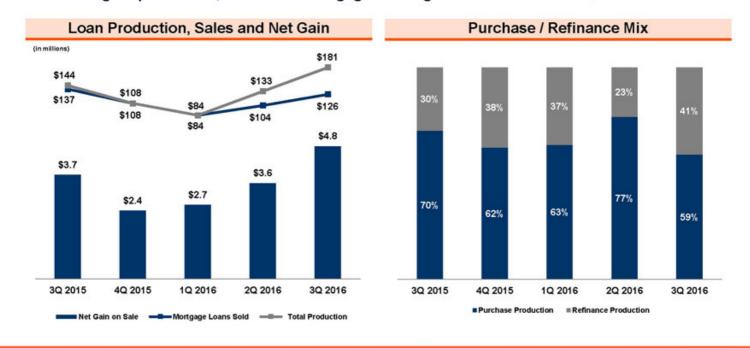




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Business Unit Review - Residential Mortgage

- · Residential mortgage loan origination and servicing
- Record quarter of loan production with \$181 million in originations
- Due to higher production, residential mortgage banking revenue increased to \$5.0 million





5

Business Unit Review - Heartland Business Credit

- · Equipment leasing sourced from a network of equipment manufacturers and brokers
- · Strong growth with \$22 million in originations
- · Attractive yields average rate on lease finance portfolio was 5.62% in the quarter
- · 40% year-over-year lease finance portfolio growth





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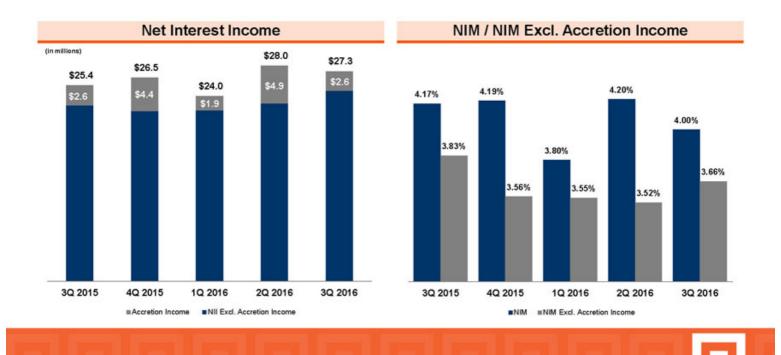
Business Unit Review – Wealth Management

- Wealth Management group offers Trust and Estate services, Investment Management, Financial Planning and Employer Sponsored Retirement Plans
- · Assets under administration increased by \$37 million or 3% from the end of 2Q16
- Expect to close on Sterling Trust company acquisition in 4Q16 which will increase Assets Under Administration to \$1.6 billion



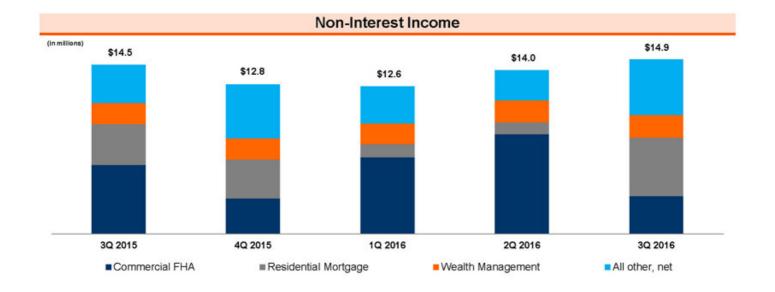
Net Interest Income/Margin

- Net interest income declined 2.6% from 2Q16 primarily due to a \$2.3 million decrease in accretion income
- Net interest margin, excluding accretion income, increased by 14 basis points, primarily due to a favorable shift in mix of earnings assets



Non-Interest Income

- · Non-interest income up 7% in 3Q16 vs. 2Q16
- Strong quarter in residential mortgage banking and wealth management offset a decline in revenue in commercial FHA

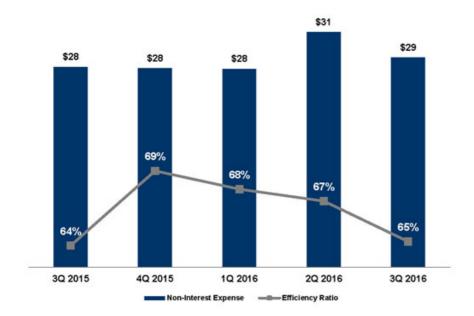




Non-Interest Expense and Operating Efficiency

Non-Interest Expense and Efficiency Ratio¹

(Non-Interest expense in millions)



- Efficiency Ratio¹ declined to 65% in 3Q16 vs. 67% in 2Q16
- Improvement in efficiency ratio primarily driven by a 7% reduction in operating expenses compared to 2Q16

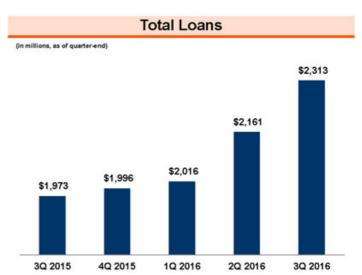
¹ Efficiency Ratio represents non-interest expenses, as adjusted, divided by the sum of fully taxable equivalent net interest income plus non-interest income, as adjusted. Non-interest expense adjustments exclude integration and acquisition expenses. Non-interest income adjustments exclude mortgage servicing rights impairment / recapture, FDIC loss sharing expense, accretion / amortization of the FDIC indemnification asset, gains or losses from the sale of investment securities and other-than-temporary impairment on investment securities.



Loan Portfolio

- Total loans at quarter-end increased by \$152 million in 3Q16 vs. 2Q16
- Approximately \$73 million of the increase was related to advances on a government guaranteed warehouse line of credit to a customer that originates commercial FHA loans
- Excluding advances on this line, total loan portfolio increased at a annualized rate of 14% in 3Q16

Total	\$	2,313	\$	2,161	\$	1,973
Lease financing		183		177		128
Consumer		248		205		158
Residential real estate		217		179		168
Construction and land development		164		182		131
Commercial real estate		956		929		866
Commercial	\$	545	\$	489	\$	522
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	30	2016	20	2016	30	2015
(in millions, as of quarter-end)						
Loan Port	fol	io Mix	(

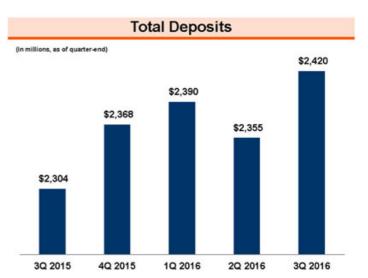




Total Deposits

- Total deposits increased 3% vs. 2Q16 and 5% vs. 3Q15
- Increase in non-interest bearing and NOW deposits, which enabled the run off of higher cost time and brokered deposits
- \$82 million of the increase in non-interest bearing deposits is temporary in nature from loan origination and modification payments in the commercial FHA business

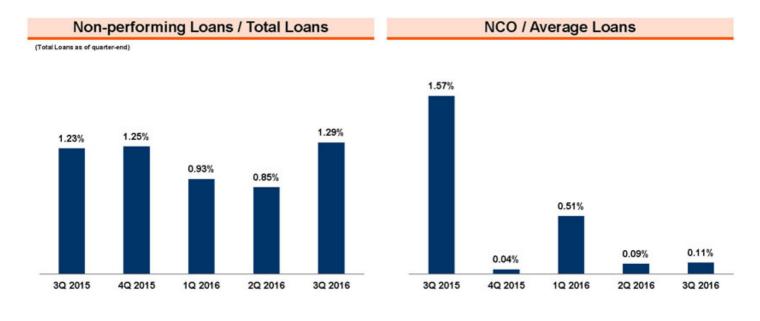
	osit	IVIIX					
(in millions, as of quarter-end)							
	3	Q 2016	20	2016	3Q 2015		
Non-interest-bearing demand	\$	629	\$	529	\$	513	
NOW		658		627		623	
Money market		366		375		350	
Savings		163		165		155	
Time		421		431		427	
Brokered		183		228		236	
Total deposits	\$	2,420	\$	2,355	\$	2,304	





Asset Quality

- Non-performing loans increased by \$11.5 million in 3Q16 vs. 2Q16, primarily related to one CRE
 credit that was modified to a TDR in the quarter
- Net charge-offs totaled \$0.6 million in 3Q16





Outlook

- Economic conditions in our markets remain healthy
- Expecting low- to mid-teen loan growth for the full year
- New loan products are contributing to strong pipeline
- Continuing to make expense control a high priority
- Early termination of FDIC loss-sharing agreements
- Expect to see continuation of positive trends in the business



APPENDIX



MIDLAND STATES BANCORP, INC. RECONCILIATIONS OF NON-GAAP FINANCIAL MEASURES

	For the Quarter Ended											
	Se	ptember 30,	9	June 30,		N	March 31,		December 31,	S	eptember 30,	
(in thousands, except per share data)	2016		2016		_		2016		2015		2015	
Adjusted Earnings Reconciliation												
Income before income taxes - GAAP	\$	12,147	\$	10,473		S	7,895	S	10,507	\$	5,379	
Adjustments to other income:												
Gain on sales of investment securities, net		39		72			204		33		1	
Other than-temporary-impairment on investment securities		-		-			(824)		-		(299)	
FDIC loss-sharing expense		-					-		(212)		(57)	
Amortization of FDIC indemnification asset, net		-					-		(39)		(121)	
Reversal of contingent consideration accrual				350								
Other income		-		-			-		-		12	
Total adjusted other income	0	39	188	422		(s) (s)	(620)	-	(218)	<u> </u>	(464)	
Adjustments to other expense:		70							77 E	1	100 100 100 100 100 100 100 100 100 100	
Expenses associated with payoff of subordinated debt				511			-					
Integration and acquisition expenses		352		406			385		214		898	
Total adjusted other expense		352		917			385		214		898	
Adjusted earnings pre tax		12,460		10,968			8,900		10,939		6,741	
Adjusted earnings tax		4,191		3,861			3,133		3,414		2,103	
Adjusted earnings - non-GAAP	S	8,269	S	7,107		S	5,767	S	7,525	\$	4,638	
Adjusted diluted EPS	S	0.52	\$	0.52		\$	0.47	S	0.61	\$	0.38	
Adjusted return on average assets		1.06 %		0.93			0.79	%	1.04 9		0.66 9	
Adjusted return on average shareholders' equity		10.32 %		10.66	%		9.79	%	12.90 %	5	7.92 9	
Adjusted return on average tangible common equity		12.34 %		13.27	%		12.64	%	16.77 %	•	10.39 %	
Yield on Loans												
Reported yield on loans		4.79 %		5.22	%		4.68	%	5.15 9	5	4.94 9	
Effect of accretion income on acquired loans		(0.41) %		(0.85)	%		(0.30)	%	(0.78) 9		(0.41) 9	
Yield on loans excluding accretion income		4.38 %	=	4.37	%	_	4.38	% _	4.37 9	=	4.53 9	
Net Interest Margin												
Reported net interest margin		4.00 %		4.20	%		3.80	%	4.19 %	•	4.17 9	
Effect of accretion income on acquired loans		(0.34) %		(0.68)	%		(0.25)	% _	(0.63) 9		(0.34) 9	
Net interest margin excluding accretion income	50	3.66 %		3.52	%		3.55	%	3.56 9		3.83 9	

MIDLAND STATES BANCORP, INC. RECONCILIATIONS OF NON-GAAP FINANCIAL MEASURES

Tangible Common Equity to Tangible Assets Ratio and Tangible Book Value Per Share

						As of					
		September 30,		June 30,		March 31,		December 31,		eptember 30,	
(in thousands, except per share data)	2016			2016		2016		2015		2015	
Shareholders' Equity to Tangible Common Equity											
Total shareholders' equity—GAAP	S	321,790	S	316,315	S	238,561	S	233,056	\$	231,625	
Adjustments:											
Noncontrolling interest in subsidiaries		(41)		(47)		(175)		(176)		(210)	
Goodwill		(46,519)		(46,519)		(46,519)		(46,519)		(47,102)	
Other intangibles		(5,391)		(5,905)		(6,424)		(7,004)		(7,601)	
Tangible common equity	S	269,839	S	263,844	S	185,443	S	179,357	S	176,712	
Total Assets to Tangible Assets:											
Total assets—GAAP		3,247,727		3,021,784		2,898,080		2,884,824		2,832,308	
Adjustments:											
Goodwill		(46,519)		(46,519)		(46,519)		(46,519)		(47,102)	
Other intangibles		(5,391)		(5,905)		(6,424)		(7,004)		(7,601)	
Tangible assets	S	3,195,817	S	2,969,360	S	2,845,137	S	2,831,301	S	2,777,605	
Common Shares Outstanding		15,404,423		15,402,946		11,804,779		11,797,404		11,760,589	
Tangible Common Equity to Tangible Assets		8.44 %		8.89 %		6.52	6	6.33 %	5	6.36 9	
Tangible Book Value Per Share	S	17.52	S	17.13	S	15.71	S	15.20	S	15.03	

Return on Average Tangible Common Equity (ROATCE)

						As of				
(in thousands)	September 30, 2016			June 30, 2016		March 31, 2016		December 31, 2015		ptember 30, 2015
Net Income	s	8,051	s	6,789	s	5,119	s	7,695	s	3,445
Average total shareholders' equity—GAAP	s	318,909	s	268,262	s	236,921	s	231,420	s	232,287
Adjustments:										
Noncontrolling interest in subsidiaries		(49)		(121)		(184)		(204)		(207)
Goodwill		(46,519)		(46,519)		(46,519)		(46,997)		(47,102)
Other intangibles		(5,656)		(6,184)		(6,740)		(7,324)		(7,917)
Average tangible common equity	S	266,685	S	215,438	S	183,478	S	176,895	S	177,061
ROATCE	100	12.01 %		12.67 9	6	11.22 %		17.26 %		7.72 %