

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): **May 4, 2020**

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.)

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

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

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 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 5.07. Submission of Matters to a Vote of Security Holders.

The 2020 annual meeting of shareholders (the “Annual Meeting”) of Midland States Bancorp, Inc. (the “Company”) was held on May 4, 2020. There were a total of 24,420,889 shares of common stock outstanding as of the record date for the Annual Meeting, of which 18,643,829 were present in person or by proxy at the meeting, representing 76.3% of the outstanding shares eligible to vote.

Proposal 1:

A proposal to elect three nominees to serve as Class I directors, each for a term expiring at the 2023 annual meeting of shareholders, was presented to the shareholders. The results of the shareholder vote on the proposal were as follows:

| Nominees | Number of Shares | Number of Shares | Abstentions | Broker Non-Votes |
|---------------------|-------------------------|-------------------------|--------------------|-------------------------|
| | Voted For | Voted Against | | |
| Jennifer L. DiMotta | 12,116,415 | 3,357,907 | 401,624 | 2,767,883 |
| Richard T. Ramos | 12,101,578 | 3,368,417 | 405,951 | 2,767,883 |
| Jeffrey C. Smith | 11,518,776 | 3,960,051 | 397,119 | 2,767,883 |

Proposal 2:

A proposal to approve, on a nonbinding basis, the executive compensation disclosed in the Company’s definitive proxy statement, which was filed on March 23, 2020, was presented to the shareholders. The results of the shareholder vote on the proposal were as follows:

| | Number of Shares | Number of Shares | Abstentions | Broker Non-Votes |
|------------------------------------|-------------------------|-------------------------|--------------------|-------------------------|
| | Voted For | Voted Against | | |
| Approval of executive compensation | 14,820,704 | 469,428 | 585,814 | 2,767,883 |

Proposal 3:

A proposal to ratify the appointment of Crowe LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2020 was presented to the shareholders. The results of the shareholder vote on the proposal were as follows:

| | Number of Shares | Number of Shares | Abstentions | Broker Non-Votes |
|--|-------------------------|-------------------------|--------------------|-------------------------|
| | Voted For | Voted Against | | |
| Ratification of Appointment of Crowe LLP | 18,520,263 | 77,455 | 46,111 | — |

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: May 6, 2020

MIDLAND STATES BANCORP, INC.

By: /s/ Douglas J. Tucker

Name: Douglas J. Tucker

Title: Senior Vice President and Corporate Counsel
