

MONEYGRAM INTERNATIONAL INC  
 Form 4  
 May 20, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 HAGERTY THOMAS M

2. Issuer Name and Ticker or Trading Symbol  
 MONEYGRAM INTERNATIONAL INC [MGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O THOMAS H. LEE PARTNERS, L.P., 100 FEDERAL STREET, 35TH FLOOR

05/18/2011

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

BOSTON, MA 02110

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	05/18/2011		M		279,074,306	\$ 2.5	A I See Note (1) (2)
Common Stock <sup>(3)</sup> <sub>(4)</sub>	05/18/2011		A		27,438,825	<sup>(3)</sup> <sub>(4)</sub>	A I See Note (1) (2)
Common Stock <sup>(5)</sup>						48,878	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.



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The shares set forth in box 4 of this row were acquired from the Issuer pursuant to that certain Recapitalization Agreement (the "Recapitalization Agreement"), by and among the Issuer and the Investors party thereto dated March 7, 2011, as amended May 4, 2011.

- (3) Pursuant to the Recapitalization Agreement (i) the holders of the Series B Participating Convertible Preferred Stock ("Series B Stock") set forth in Table II agreed (subject to the satisfaction or waiver of certain conditions) to convert all of their shares of Series B Stock into Common Stock in accordance with the Certificate of Designations, Preferences and Rights of the Series B Stock (the "Series B Certificate of Designations") and (ii) as an inducement to holders of the Series B Stock set forth in Table II to convert their Series B Stock and thereby forgo the rights to liquidation preferences and future dividends provided for in the Series B Certificate of Designations,

(4) (continuation of Footnote 3) - the Issuer agreed to pay consideration consisting of cash and the additional shares of Common Stock set forth in box 4 of this row of Table I. On May 18, 2011, the transactions contemplated by the Recapitalization Agreement were consummated, and among other actions, the shares of Series B Stock set forth in Table II were converted into Common Stock in accordance with the Series B Certificate of Designations (as set forth in Table II and the first row of Table I), and the Issuer issued the additional shares of Common Stock set forth in box 4 of this row of Table I to the persons previously holding the Series B Stock set forth in Table II. The closing market price per share of the Issuer's Common Stock on May 18, 2011 was \$3.40.

- (5) Securities reported in this row represent restricted stock units, which were granted by the Issuer in connection with the reporting person's services as a director, which were granted on May 26, 2010 and May 11, 2011.
- (6) The Series B Participating Convertible Preferred Stock had no expiration date.
- (7) Not applicable.
- (8) Immediately exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.