

MONEYGRAM INTERNATIONAL INC

Form 4

April 01, 2008

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
THL Equity Advisors VI, LLC

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 ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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

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

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

(Street)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title An Nu Sh
Series B Participating Convertible Preferred Stock	\$ 2.5	03/28/2008		S	10,000	(1) (2)	Common Stock 4
Series B Participating Convertible Preferred Stock	\$ 2.5	03/31/2008		S(4)	5,428.962	(1) (2)	Common Stock 2,
Series B Participating Convertible Preferred Stock	\$ 2.5	03/31/2008		P(5)	1,000	(1) (2)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
THL Equity Advisors VI, LLC C/O THOMAS H. LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FL. BOSTON, MA 02110	X

Signatures

/s/ Charles P.
Holden 04/01/2008

__Signature of
Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Series B Participating Convertible Preferred Stock is convertible at any time at the holder's election, provided that prior to the Voting Date (as defined below), the holder's conversion rights are limited to the extent such conversion would entitle the holder, together with other certain parties, to vote a number of shares of common stock that would exceed the number of shares to which the holder, together with certain other parties, is entitled without any prior notice and/or approval under the laws relating to money transmission/the sale of checks of any state. The "Voting Date" is the earlier of (i) the date all applicable state regulatory approvals for the acquisition by the holder of control of the Issuer have been obtained, or (ii) such other date requested in writing by the holder on or after 6/15/2008. The

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regulatory approvals referenced in clause (i) of the immediately preceding sentence are actively being sought and may be obtained within 60 days of the date hereof.

- (2) The Series B Participating Convertible Preferred Stock has no expiration date.

The reporting person is the general partner of each of Thomas H. Lee Equity Fund VI, L.P. ("Equity"), and Thomas H. Lee Parallel Fund VI, L.P. ("Parallel"), and Thomas H. Lee Equity Parallel (DT) Fund VI, L.P. ("DT", and together with Equity and Parallel, the "Funds").

- (3) As such, the reporting person may be deemed to beneficially own the shares of the Issuer owned directly by each of the Funds. The reporting person disclaims beneficial ownership of such shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for the purpose of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein.

- (4) On March 31, 2008, Parallel and DT sold an aggregate of 5,428.962 shares of Series B Participating Convertible Preferred Stock of the Issuer to various affiliates of the Funds for the stated consideration.

- (5) On March 31, 2008, in connection with the sale of shares described in Footnote (4), THL Equity Fund VI Investors (MoneyGram), L.P. ("Investors") purchased 1,000 shares of Series B Participating Convertible Preferred Stock for the stated consideration.

The reporting person is the general partner of Investors. As such, the reporting person may be deemed to beneficially own the shares of the Issuer owned directly by each of the Funds, and Investors. The reporting person disclaims beneficial ownership of such shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for the purpose of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein.

- (6)

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

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