

MONEYGRAM INTERNATIONAL INC  
 Form 3  
 January 07, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

McGurk Wayne F.  
 (Last) (First) (Middle)

2828 HARWOOD STREET, 15TH FLOOR

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
 01/01/2016

3. Issuer Name and Ticker or Trading Symbol

MONEYGRAM INTERNATIONAL INC [MGI]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)  
 EVP, Chief Information Officer

5. 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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	350	D	^
Common Stock <sup>(1)</sup>	1,052	D	^
Common Stock <sup>(2)</sup>	1,058	D	^
Common Stock <sup>(3)</sup>	16,110	D	^

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

SEC 1473 (7-02)

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

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
	Date Exercisable	Expiration Date	Amount or Number of Shares				
			Title				
Stock Option (right to buy) <sup>(4)</sup>	Â <sup>(5)</sup>	04/01/2024	Common Stock	4,365	\$ 17.87	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McGurk Wayne F. 2828 HARWOOD STREET 15TH FLOOR DALLAS, TX 75201	Â	Â	Â EVP, Chief Information Officer	Â

## Signatures

Corinna Ulrich,  
attorney-in-fact

01/07/2016

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents the target number of shares of common stock eligible to be issued upon vesting of 1,052 performance-based RSUs. Up to 100% of the performance-based RSUs vest upon achieving certain revenue targets from "self-service" transactions for the three years ending Dec. 31, 2016. The performance-based RSUs are subject to a threshold requirement for a minimum amount of "self-service" revenue.

(2) Represents the number of shares of common stock issuable upon vesting of the remaining 1,058 time-based RSUs that were granted on April 1, 2014, which vest on the second and third anniversary of the grant date.

(3) Represents the number of shares of common stock issuable upon vesting of 8,055 time-based RSUs and the target number of shares of common stock eligible to be issued upon vesting of 8,055 performance-based RSUs that were granted on February 25, 2015. The time-based RSUs vest in 3 equal installments on each anniversary of the grant date. The performance-based RSUs vest in three equal installments on each anniversary of the grant date if certain performance goals are achieved, with up to 50% of the performance-based RSUs vesting over such three year period if a target level of Adjusted EBITDA is achieved for the year ended December 31, 2015 and up to 50% of the performance-based RSUs vesting over such three year period if a target level of self-service revenue is achieved for the year ended December 31, 2015. No performance-based RSUs will vest unless the threshold level of Adjusted EBITDA is achieved.

(4) Non-qualified stock option granted pursuant to the MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended, pursuant to a Stock Option Agreement dated April 1, 2014.

(5) Options vest in three equal installments over three years on each anniversary of the grant date.

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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