

MONEYGRAM INTERNATIONAL INC
 Form 4
 April 04, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 THOMAS H. LEE ADVISORS, 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)
 C/O THOMAS H. LEE PARTNERS, L.P., 100 FEDERAL STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/02/2014

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

BOSTON, MA 02110

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

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

(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 Ownership (Instr. 4)
Common Stock	04/02/2014		S	(A) or (D) V Amount Price 4,455,304 \$ 16 (1) (5)	31,922,950	I	See Note (3) (4)
Common Stock	04/02/2014		S	(A) or (D) V Amount Price 8,185,092 \$ (2) (2) 16.25	23,737,858	I	See Note (3) (4)

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

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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)

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMAS H. LEE ADVISORS, LLC C/O THOMAS H. LEE PARTNERS, L.P. 100 FEDERAL STREET BOSTON, MA 02110		X		
Thomas H. Lee Equity Fund VI, L.P. THOMAS H. LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110		X		
Thomas H. Lee Parallel Fund VI, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110	X	X		
Thomas H. Lee Parallel (DT) Fund VI, L.P. 100 FEDERAL STREET C/O THOMAS H. LEE PARTNERS, L.P. BOSTON, MA 02110		X		
THL Coinvestment Partners, L.P. 100 FEDERAL STREET C/O THOMAS H. LEE PARTNERS, L.P. BOSTON, MA 02110		X		
THL Equity Fund VI Investors (MoneyGram), LLC C/O THOMAS H. LEE PARTNERS, L.P. 100 FEDERAL STREET BOSTON, MA 02110		X		
THL Managers VI, LLC		X		

C/O THOMAS H. LEE PARTNERS, L.P.
100 FEDERAL STREET, 35TH FLOOR
BOSTON, MA 02110

Great-West Investors LP

C/O THOMAS H. LEE PARTNERS, L.P.
100 FEDERAL STREET, 35TH FLOOR
BOSTON, MA 02110

X

Putnam Investments Employees' Securities Co III LLC

C/O THOMAS H. LEE PARTNERS, L.P.
100 FEDERAL STREET, 35TH FLOOR
BOSTON, MA 02110

X

THL Operating Partners, L.P.

C/O THOMAS H. LEE PARTNERS, L.P.
100 FEDERAL STREET
BOSTON, MA 02110

X

Signatures

Thomas H. Lee Advisors, LLC, By: THL Holdco, LLC, its Managing Member By: Name: /s/
Charles P. Holden, Title: Managing Director

04/02/2014

__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).

Represents shares of the Issuer sold by the following entities: 2,450,590 shares sold by Thomas H. Lee Equity Fund VI, L.P. ("Equity"), 1,659,409 shares sold by Thomas H. Lee Parallel Fund VI, L.P. ("Parallel"), 289,865 shares sold by Thomas H. Lee Equity Parallel (DT) Fund VI, L.P. ("DT"), 9,175 shares sold by THL Equity Fund VI Investors (MoneyGram), LLC ("Investors"), 7,000 shares sold by THL

(1) Coinvestment Partners, L.P. ("Coinvest"), 8,624 shares sold by THL Operating Partners, L.P. ("Operating") and 5,632 shares sold by THL Managers VI, LLC ("Managers"; together with Equity, Parallel, DT, Investors, Coinvest, Operating the "THL Funds"), as well as 12,507 shares sold by Great-West Investors, L.P. ("Great West") and 12,502 shares sold by Putnam Investments Employees' Securities Company III, LLC ("Putnam III").

(2) Represents shares of the Issuer repurchased by Issuer from the following entities: 4,502,117 shares sold by Equity, 3,048,595 shares sold by Parallel, 532,528 shares sold by DT, 16,855 shares sold by Investors, 12,860 shares sold by Coinvest, 15,844 shares sold by Operating and 10,346 shares sold by Managers, as well as 22,978 shares sold by Great West and 22,969 shares sold by Putnam III.

(3) Thomas H. Lee Advisors, LLC is the general partner of Thomas H. Lee Partners, L.P., which is (a) the general partner of Coinvest and Operating, (b) the managing member of Managers and (c) the sole member of THL Equity Advisors VI, LLC which in turn is the general partner of Equity, Parallel and DT and the managing member of Investors. Thomas H. Lee Advisors, LLC is the attorney-in-fact of Great West and for Putnam Investments, LLC, which is the managing member of Putnam Investments Holdings, LLC which in turn is the managing member of Putnam III. Due to contractual relationships with Thomas H. Lee Partners, L.P., Great West and Putnam III are required to sell securities pro rata with the THL Funds. By virtue of these relationships, the Reporting Persons may be deemed to beneficially own all shares of the Issuer reported on this form.

(4) (Continuation of Footnote 3) The Reporting Persons disclaim beneficial ownership of such shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose, except to the extent of their pecuniary interest therein.

(5) This amount represents the \$16.50 secondary public offering price per share of the Issuer's common stock less the underwriting discount of \$0.50 per share.

Remarks:

Exhibit 99.1 (Joint Filer Information) is incorporated herein by reference.

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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