

MONEYGRAM INTERNATIONAL INC

Form 10-12B/A

June 17, 2004

As filed with the Securities and Exchange Commission on June 17, 2004

File No. 001-31950

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Form 10
Amendment No. 5**

GENERAL FORM FOR REGISTRATION OF SECURITIES

**PURSUANT TO SECTION 12(b) OR 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934**

MoneyGram International, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

*(State or Other Jurisdiction of
Incorporation or Organization)*

16-1690064

*(I.R.S. Employer
Identification No.)*

**1550 Utica Avenue South
Minneapolis, Minnesota**

(Address of Principal Executive Offices)

55416

(Zip Code)

(952) 591-3000

(Registrant's Telephone Number, Including Area Code)

Securities to be registered

pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**

**Name of each exchange on which
each class is to be registered**

Common Stock, par value \$0.01 per share
Preferred Share Purchase Rights

The New York Stock Exchange
The New York Stock Exchange

Securities to be registered

pursuant to Section 12(g) of the Act:

None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

**CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT AND
ITEMS OF FORM 10**

Item 1. *Business*

The information required by this item is contained under the sections Summary, Risk Factors, Unaudited Pro Forma Consolidated Financial Information of MoneyGram International, Inc., Management's Discussion and Analysis of Financial Condition and Results of Operations of Viad Corp, Business of MoneyGram and Relationship between New Viad and MoneyGram of this information statement. Those sections are incorporated herein by reference.

Item 2. *Financial Information*

The information required by this item is contained under the sections Summary, Risk Factors, Capitalization of Viad Corp, Unaudited Pro Forma Consolidated Financial Information of MoneyGram International, Inc., Selected Historical Consolidated Financial and Other Data of Viad Corp, Management's Discussion and Analysis of Financial Condition and Results of Operations of Viad Corp and Viad Corp Consolidated Financial Statements of this information statement. Those sections are incorporated herein by reference.

Item 3. *Properties*

The information required by this item is contained under the section Business of MoneyGram Facilities of this information statement. That section is incorporated herein by reference.

Item 4. *Security Ownership of Certain Beneficial Owners and Management*

The information required by this item is contained under the sections Management of MoneyGram Stock Ownership of Directors and Executive Officers and Security Ownership of Certain Beneficial Owners and Management of MoneyGram of this information statement. Those sections are incorporated herein by reference.

Item 5. *Directors and Executive Officers*

The information required by this item is contained under the section Management of MoneyGram of this information statement. That section is incorporated herein by reference.

Item 6. *Executive Compensation*

The information required by this item is contained under the section Management of MoneyGram of this information statement. That section is incorporated herein by reference.

Item 7. *Certain Relationships and Related Transactions*

The information required by this item is contained under the sections Management of MoneyGram and Relationship between New Viad and MoneyGram of this information statement. Those sections are incorporated herein by reference.

Item 8. *Legal Proceedings*

The information required by this item is contained under the section Business of MoneyGram Legal Proceedings of this information statement. That section is incorporated herein by reference.

Item 9. *Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters*

The information required by this item is contained under the sections Summary, Risk Factors, The Spin-Off, Capitalization of Viad Corp, Dividend Policy of MoneyGram, Business of MoneyGram, Management of MoneyGram and Description of Capital Stock of MoneyGram of this information statement. Those sections are incorporated herein by reference.

Item 10. *Recent Sales of Unregistered Securities*

None.

Item 11. *Description of Registrant's Securities to Be Registered*

The information required by this item is contained under the sections Management of MoneyGram and Description of Capital Stock of MoneyGram of this information statement. Those sections are incorporated herein by reference.

Item 12. *Indemnification of Directors and Officers*

The information required by this item is contained under the section Indemnification of Directors and Officers of MoneyGram and New Viad of this information statement. That section is incorporated herein by reference.

Item 13. *Financial Statements and Supplementary Data*

The information required by this item is contained under the sections Capitalization of Viad Corp, Unaudited Pro Forma Consolidated Financial Information of MoneyGram International, Inc., Selected Historical and Consolidated Financial and Other Data of Viad Corp, Management's Discussion and Analysis of Financial Condition and Results of Operations of Viad Corp and Viad Corp Consolidated Financial Statements of this information statement. Those sections are incorporated herein by reference.

Item 14. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure*

The information required by this item is contained under the section Management's Discussion and Analysis of Financial Condition and Results of Operations of Viad Corp of this information statement. This section is incorporated herein by reference.

Item 15. *Financial Statements and Exhibits*

(a) *Financial Statements*

The information required by this item is contained under the section Viad Corp Consolidated Financial Statements, beginning on page F-1 of this information statement. That section is incorporated herein by reference.

(b) *Exhibits*

The following documents are filed as exhibits hereto:

| Exhibit Number | Description |
|-------------------|--|
| 2.1 | Form of Separation and Distribution Agreement.+ |
| 3.1 | Form of Amended and Restated Certificate of Incorporation.+ |
| 3.2 | Form of Amended and Restated Bylaws.+ |
| 4.1 | Form of Specimen Certificate for MoneyGram Common Stock.+ |
| 4.2 | Form of Preferred Share Purchase Rights Agreement between MoneyGram International, Inc. and Wells Fargo Bank, N.A. as Rights Agent.+ |
| 4.3 | Form of Certificate of Designations of Series A Junior Participating Preferred Stock.+ |
| 10.1 | Form of Employee Benefits Agreement.+ |
| 10.2 | Form of Tax Sharing Agreement.+ |
| 10.3 | Form of Interim Services Agreement.+ |
| 10.4 | Form of MoneyGram International, Inc. 2004 Omnibus Incentive Plan.+ |
| 10.5 | Form of Indemnification Agreement between MoneyGram International, Inc. and Directors of MoneyGram International, Inc.+ |
| 10.6 | MoneyGram International, Inc. Management Incentive Plan.+ |
| 10.7 | MoneyGram International, Inc. Deferred Compensation Plan.+ |
| 10.8 | MoneyGram International, Inc. Tier I Executive Severance Plan.+ |
| 10.9 | MoneyGram International, Inc. Tier II Executive Severance Plan.+ |
| 10.10 | MoneyGram International, Inc. Supplemental 401(k) Plan.+ |
| 10.11 | Travelers Express Company, Inc. Supplemental Pension Plan.+ |
| 10.12 | MoneyGram International, Inc. Deferred Compensation Plan for Directors.+ |
| 10.13 | Description of MoneyGram International, Inc. Director s Matching Gift Program.+ |
| 10.14 | Director s Charitable Award Program.+ |
| 10.15 | Amended and Restated Employment Agreement, dated as of June 1, 2004, by and between Robert H. Bohannon and Viad Corp.+ |
| 14.1 | MoneyGram International, Inc. Code of Ethics.+ |
| 21.1 | Subsidiaries of MoneyGram International, Inc.+ |
| 99.1 | Information Statement. |

+ Previously filed.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

MONEYGRAM INTERNATIONAL, INC.

By: /s/ PHILIP W. MILNE

Name: Philip W. Milne

Title: *President and Chief Executive Officer*

June 17, 2004