

MONEYGRAM INTERNATIONAL INC
 Form 4
 April 01, 2008

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 *
LAWRY SETH W

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)
03/28/2008

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

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

(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 | (D) | Price |

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)

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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 | 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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|---------------------|---|--|--|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| Series B Participating Convertible Preferred Stock | \$ 2.5 | 03/28/2008 | | S | 10,000 | (1) (2) | Common Stock |
| Series B Participating Convertible Preferred Stock | \$ 2.5 | 03/31/2008 | | S ⁽⁴⁾ | 5,428.962 | (1) (2) | Common Stock |
| Series B Participating Convertible Preferred Stock | \$ 2.5 | 03/31/2008 | | P ⁽⁵⁾ | 2,702.978 | (1) (2) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LAWRY SETH W C/O THOMAS H. LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110 | X | | | |

Signatures

/s/ Seth W.
Lawry

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 other certain 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 a member of Thomas H. Lee Advisors, LLC, which is the general partner of Thomas H. Lee Partners, L.P., which is the manager of THL Equity Advisors VI, LLC, which, in turn, is the general partner of Thomas H. Lee Equity Fund VI, L.P. ("Equity"), Thomas H. Lee Parallel Fund VI, L.P. ("Parallel"), and Thomas H. Lee Equity Parallel (DT) Fund VI, L.P. ("DT"), and

- (3) together with Equity and Parallel, the "Funds"). 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 his 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.

On March 31, 2008, in connection with the sale of shares described in Footnote (4), THL Equity Fund VI Investors (MoneyGram), L.P.

- (5) ("Investors"), THL Coinvestment Partners, L.P. ("Coinvest") and THL Operating Partners, L.P. ("Operating") purchased an aggregate of 2,702.978 shares of Series B Participating Convertible Preferred Stock for the stated consideration.

Thomas H. Lee Partners, L.P. is also the general partner of Investors, Coinvest and Operating. As such, the reporting person may be

- (6) deemed to beneficially own the shares of the Issuer owned directly by each of the Funds, Coinvest and Operating. 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 his pecuniary interest therein.

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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