

MONEYGRAM INTERNATIONAL INC

Form 3

April 01, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Â Thomas H. Lee Parallel Fund
VI, L.P.

(Last) (First) (Middle)

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

(Street)

BOSTON, Â MA Â 02110

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
03/25/2008

3. Issuer Name **and** Ticker or Trading Symbol

MONEYGRAM INTERNATIONAL INC [MGI]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

6. Individual or Joint/Group

Filing(Check Applicable Line)

__X__ Form filed by One Reporting
Person

____ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. 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)

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)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of5. Ownership
Form of
Derivative6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series B Participating Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	74,675,710 (3)	\$ 2.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomas H. Lee Parallel Fund VI, L.P. C/O THOMAS H. LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110	Â	Â X	Â	Â

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 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) 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 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.

(3) In the event the Issuer elects to accrue dividends on the Series B Participating Convertible Preferred Stock rather than pay such dividends in cash, the Series B Participating Convertible Preferred Stock will become convertible into a larger number of shares of common stock.

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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