MONEYGRAM INTERNATIONAL INC
Form SC 13G/A
February 14, 2018
SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A

Under the
Securities
Exchange Act of
1934
(Amendment
No. 1)*

Moneygram
International,
Inc.
(Name of
Issuer)

Common Stock,
$0.01 par value
(Title of Class
of Securities)

60935Y208
(CUSIP
Number)

December 31,
2017
(Date of Event
Which Requires
Filing of This
Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule is
filed:

¨ Rule 13d-1(b)
x Rule 13d-1(c)
¨ Rule 13d-1(d)

(Page 1 of 8
Pages)

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*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSONS Sandell Asset Management Europe Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) ¨ (b) ¨
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United Kingdom	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	**5** SOLE VOTING POWER	0
	6 SHARED VOTING POWER	20,720
	7 SOLE DISPOSITIVE POWER	0
	8 SHARED DISPOSITIVE POWER	20,720
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON	20,720
10		¨

	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
	PERCENT OF CLASS REPRESENTED BY
11	AMOUNT IN ROW (11) (see Item 5)
	Less than 1%
	TYPE OF REPORTING
12	PERSON
	CO

1	NAME OF REPORTING PERSONS Sandell Asset Management Corp.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) ¨ (b) ¨
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	**5** SOLE VOTING POWER 0	
	6 SHARED VOTING POWER 504,423	
	7 SOLE DISPOSITIVE POWER 0	
	8 SHARED DISPOSITIVE POWER 504,423	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 504,423	
10	CHECK IF THE	¨

	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
	PERCENT OF CLASS REPRESENTED BY
11	AMOUNT IN ROW (11) (see Item 5)
	Less than 1%
	TYPE OF REPORTING
12	PERSON
	CO; IA

1	NAME OF REPORTING PERSONS	Thomas E. Sandell
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) ¨ (b) ¨
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Sweden
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	**5** SOLE VOTING POWER	0
	6 SHARED VOTING POWER	525,143
	7 SOLE DISPOSITIVE POWER	0
	8 SHARED DISPOSITIVE POWER	525,143
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON	525,143
10	CHECK IF THE AGGREGATE	¨

	AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
	PERCENT OF CLASS REPRESENTED BY
11	AMOUNT IN ROW (11) (see Item 5)
	Less than 1%
	TYPE OF REPORTING
12	PERSON
	IN

Item 1(a). NAME OF ISSUER

Moneygram International, Inc. (the "Company")

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

2828 North Hardwood Street, 15th Floor

Dallas, Texas, 75201

Item 2(a). NAME OF PERSON FILING

This statement is filed by (i) Sandell Asset Management Europe Ltd., an United Kingdom limited company ("SAME"); (ii) Sandell Asset Management Corp., a Cayman Islands exempted company ("SAMC"); and (iii) Thomas E. Sandell, a citizen of Sweden, who serves as Chief Executive Officer of SAMC ("Mr. Sandell" and together with SAME and SAMC, the "Reporting Persons").

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

The principal business address of SAME and Mr. Sandell is 42-44 Grosvenor Gardens, SW1W 0EB London, United Kingdom. The principal business address of SAMC is 540 Madison Ave., 36th Floor, New York, New York 10022.

Item 2(c). CITIZENSHIP

SAME is a limited company formed under the laws of the United Kingdom. SAMC is a corporation formed under the laws of the Cayman Islands. Mr. Sandell is a citizen of Sweden.

Item 2(d). TITLE OF CLASS OF SECURITIES

Common Stock, $0.01 par value ("Common Stock")

Item 2(e). CUSIP NUMBER

60935Y208

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

(a) ¨ Broker or dealer registered under Section 15 of the Act;
(b) ¨ Bank as defined in Section 3(a)(6) of the Act;
(c) ¨ Insurance company as defined in Section 3(a)(19) of the Act;
(d) ¨ Investment company registered under Section 8 of the Investment Company Act of 1940;
(e) ¨ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

(f) ¨ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

(g)¨ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

(h)¨ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i) ¨ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

(j) ¨A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);

(k)¨Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: _____

Item 4. OWNERSHIP

The percentages used herein are calculated based upon 54,231,330 shares of Common Stock outstanding, which reflects the number of shares of Common Stock outstanding as of November 1, 2017, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017, filed with the Securities and Exchange Commission November 2, 2017.

The information required by Items 4(a) – (c) is set forth in Rows 5 - 11 of the cover page for each of the Reporting Persons and is incorporated herein by reference.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: ý

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL

PERSON

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Each of the Reporting Persons hereby makes the following certification:

By signing below each of the Reporting Persons certifies that, to the best of its or his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2018

SANDELL ASSET MANAGEMENT EUROPE LTD.

By: /s/ Thomas E. Sandell
Name: Thomas E. Sandell
Title: Chief Executive Officer

SANDELL ASSET MANAGEMENT CORP.

By: /s/ Thomas E. Sandell
Name: Thomas E. Sandell
Title: Chief Executive Officer

/s/ Thomas E. Sandell
Thomas E. Sandell