

MONEYGRAM INTERNATIONAL INC
Form SC 13D/A
November 28, 2011

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 5)¹

MONEYGRAM INTERNATIONAL, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

60935Y208

(CUSIP Number)

David P. Kreisler, Esq.
Weil, Gotshal & Manges LLP
100 Federal Street, 34th Floor
Boston, Massachusetts 02110
(617) 772-8300

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 23, 2011

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.
o

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

1 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 disclosures provided in a prior cover page.

The information required on 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).

13D

1. NAME OF REPORTING PERSONS
Thomas H. Lee Advisors, LLC
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)''
(b)x
3. SEC USE ONLY
4. SOURCE OF FUNDS OO
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ''
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
7. SOLE VOTING POWER* -0-
8. SHARED VOTING POWER* 37,575,150
9. SOLE DISPOSITIVE POWER* -0-
10. SHARED DISPOSITIVE POWER* 37,575,150
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*
37,575,150
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)*† 52.6%
14. TYPE OF REPORTING PERSON OO

*See Item 5.

† This percentage is calculated using a fraction, the numerator of which is the number of shares of Common Stock that may be deemed to be beneficially owned by the Reporting Person, and the denominator of which is 71,489,709 (which is the sum of (i) 57,341,017 shares of Common Stock outstanding as of November 10, 2011 and (ii) 14,148,692 shares of Common Stock issuable upon the conversion, subject to certain limitations, of the 113,189.5678 shares of Series D Participating Convertible Preferred Stock of the Issuer outstanding as of November 10, 2011.

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1. NAME OF REPORTING PERSONS
THL Equity Advisors VI, LLC
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)''
(b)x
3. SEC USE ONLY
4. SOURCE OF FUNDS OO
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ''
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
7. SOLE VOTING POWER* -0-
8. SHARED VOTING POWER* 36,479,859
9. SOLE DISPOSITIVE POWER* -0-
10. SHARED DISPOSITIVE POWER* 36,479,859
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*
36,479,859
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES x
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)*† 51.0%
14. TYPE OF REPORTING PERSON OO

*See Item 5.

† This percentage is calculated using a fraction, the numerator of which is the number of shares of Common Stock that may be deemed to be beneficially owned by the Reporting Person, and the denominator of which is 71,489,709 (which is the sum of (i) 57,341,017 shares of Common Stock outstanding as of November 10, 2011 and (ii) 14,148,692 shares of Common Stock issuable upon the conversion, subject to certain limitations, of the 113,189.5678 shares of Series D Participating Convertible Preferred Stock of the Issuer outstanding as of November 10, 2011.

13D

1. NAME OF REPORTING PERSONS
Thomas H. Lee Equity Fund VI, L.P.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)''
(b)x
3. SEC USE ONLY
4. SOURCE OF FUNDS OO
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ''
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
7. SOLE VOTING POWER* -0-
8. SHARED VOTING POWER* 21,034,979
9. SOLE DISPOSITIVE POWER* -0-
10. SHARED DISPOSITIVE POWER* 21,034,979
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*
21,034,979
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES x
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)*† 29.4%
14. TYPE OF REPORTING PERSON PN

0

*See Item 5.

† This percentage is calculated using a fraction, the numerator of which is the number of shares of Common Stock that may be deemed to be beneficially owned by the Reporting Person, and the denominator of which is 71,489,709 (which is the sum of (i) 57,341,017 shares of Common Stock outstanding as of November 10, 2011 and (ii) 14,148,692 shares of Common Stock issuable upon the conversion, subject to certain limitations, of the 113,189.5678 shares of Series D Participating Convertible Preferred Stock of the Issuer outstanding as of November 10, 2011.

13D

1. NAME OF REPORTING PERSONS
Thomas H. Lee Parallel Fund VI, L.P.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)''
(b)x
3. SEC USE ONLY
4. SOURCE OF FUNDS OO
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ''
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
7. SOLE VOTING POWER* -0-
8. SHARED VOTING POWER* 13,729,752
9. SOLE DISPOSITIVE POWER* -0-
10. SHARED DISPOSITIVE POWER* 13,729,752
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*
13,729,752
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES x
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)*† 19.2%
14. TYPE OF REPORTING PERSON PN

*See Item 5.

† This percentage is calculated using a fraction, the numerator of which is the number of shares of Common Stock that may be deemed to be beneficially owned by the Reporting Person, and the denominator of which is 71,489,709 (which

is the sum of (i) 57,341,017 shares of Common Stock outstanding as of November 10, 2011 and (ii) 14,148,692 shares of Common Stock issuable upon the conversion, subject to certain limitations, of the 113,189.5678 shares of Series D Participating Convertible Preferred Stock of the Issuer outstanding as of November 10, 2011.

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1. NAME OF REPORTING PERSONS
Thomas H. Lee Parallel (DT) Fund VI, L.P.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)''
(b)x
3. SEC USE ONLY
4. SOURCE OF FUNDS OO
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ''
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
7. SOLE VOTING POWER* -0-
8. SHARED VOTING POWER* 2,398,312
9. SOLE DISPOSITIVE POWER* -0-
10. SHARED DISPOSITIVE POWER* 2,398,312
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*
2,398,312
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES x
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)*† 3.4%
14. TYPE OF REPORTING PERSON
PN

*See Item 5.

† This percentage is calculated using a fraction, the numerator of which is the number of shares of Common Stock that may be deemed to be beneficially owned by the Reporting Person, and the denominator of which is 71,489,709 (which is the sum of (i) 57,341,017 shares of Common Stock outstanding as of November 10, 2011 and (ii) 14,148,692 shares of Common Stock issuable upon the conversion, subject to certain limitations, of the 113,189.5678 shares of Series D Participating Convertible Preferred Stock of the Issuer outstanding as of November 10, 2011.

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1. NAME OF REPORTING PERSONS
THL Equity Fund VI Investors (MoneyGram), LLC
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)''
(b)x
3. SEC USE ONLY
4. SOURCE OF FUNDS OO
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)''
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
7. SOLE VOTING POWER* -0-
8. SHARED VOTING POWER* 75,909
9. SOLE DISPOSITIVE POWER* -0-
10. SHARED DISPOSITIVE POWER* 75,909
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*
75,909
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES x
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)*† 0.1%
14. TYPE OF REPORTING PERSON OO

*See Item 5.

† This percentage is calculated using a fraction, the numerator of which is the number of shares of Common Stock that may be deemed to be beneficially owned by the Reporting Person, and the denominator of which is 71,489,709 (which is the sum of (i) 57,341,017 shares of Common Stock outstanding as of November 10, 2011 and (ii) 14,148,692 shares of Common Stock issuable upon the conversion, subject to certain limitations, of the 113,189.5678 shares of Series D Participating Convertible Preferred Stock of the Issuer outstanding as of November 10, 2011.

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1. NAME OF REPORTING PERSONS
THL Coinvestment Partners, L.P.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)'' (b)x
3. SEC USE ONLY
4. SOURCE OF FUNDS OO
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ..
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
7. SOLE VOTING POWER* -0-
8. SHARED VOTING POWER* 57,917
9. SOLE DISPOSITIVE POWER* -0-
10. SHARED DISPOSITIVE POWER* 57,917
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*
57,917
12. CHECK BOX IF THE AGGREGATE AMOUNT x IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)*† 0.1%
14. TYPE OF REPORTING PERSON PN

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

*See Item 5.

† This percentage is calculated using a fraction, the numerator of which is the number of shares of Common Stock that may be deemed to be beneficially owned by the Reporting Person, and the denominator of which is 71,489,709 (which is the sum of (i) 57,341,017 shares of Common Stock outstanding as of November 10, 2011 and (ii) 14,148,692 shares of Common Stock issuable upon the conversion, subject to certain limitations, of the 113,189.5678 shares of Series D Participating Convertible Preferred Stock of the Issuer outstanding as of November 10, 2011.

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1. NAME OF REPORTING PERSONS
THL Operating Partners, L.P.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)''
(b)x
3. SEC USE ONLY
4. SOURCE OF FUNDS OO
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ''
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
7. SOLE VOTING POWER* -0-
8. SHARED VOTING POWER* 71,355
9. SOLE DISPOSITIVE POWER* -0-
10. SHARED DISPOSITIVE POWER* 71,355
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*
71,355
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES x
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)*† 0.1%
14. TYPE OF REPORTING PERSON PN

*See Item 5.

† This percentage is calculated using a fraction, the numerator of which is the number of shares of Common Stock that may be deemed to be beneficially owned by the Reporting Person, and the denominator of which is 71,489,709 (which is the sum of (i) 57,341,017 shares of Common Stock outstanding as of November 10, 2011 and (ii) 14,148,692 shares of Common Stock issuable upon the conversion, subject to certain limitations, of the 113,189.5678 shares of Series D Participating Convertible Preferred Stock of the Issuer outstanding as of November 10, 2011.

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1. NAME OF REPORTING PERSONS
Putnam Investments Holdings, LLC
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)x
(b)''
3. SEC USE ONLY
4. SOURCE OF FUNDS OO
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ..
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
7. SOLE VOTING POWER* -0-
8. SHARED VOTING POWER* 103,443
9. SOLE DISPOSITIVE POWER* -0-
10. SHARED DISPOSITIVE POWER* 103,443
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*
103,443
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES x
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)*† 0.1%
14. TYPE OF REPORTING PERSON OO

*See Item 5.

† This percentage is calculated using a fraction, the numerator of which is the number of shares of Common Stock that may be deemed to be beneficially owned by the Reporting Person, and the denominator of which is 71,489,709 (which

is the sum of (i) 57,341,017 shares of Common Stock outstanding as of November 10, 2011 and (ii) 14,148,692 shares of Common Stock issuable upon the conversion, subject to certain limitations, of the 113,189.5678 shares of Series D Participating Convertible Preferred Stock of the Issuer outstanding as of November 10, 2011.

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1. NAME OF REPORTING PERSONS
Great-West Investors L.P.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)''
(b)x
3. SEC USE ONLY
4. SOURCE OF FUNDS OO
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ''
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
7. SOLE VOTING POWER* -0-
8. SHARED VOTING POWER* 206,926
9. SOLE DISPOSITIVE POWER* -0-
10. SHARED DISPOSITIVE POWER* 206,926
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*
206,926
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES x
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)*† 0.3%
14. TYPE OF REPORTING PERSON PN

*See Item 5.

† This percentage is calculated using a fraction, the numerator of which is the number of shares of Common Stock that may be deemed to be beneficially owned by the Reporting Person, and the denominator of which is 71,489,709 (which is the sum of (i) 57,341,017 shares of Common Stock outstanding as of November 10, 2011 and (ii) 14,148,692 shares of Common Stock issuable upon the conversion, subject to certain limitations, of the 113,189.5678 shares of Series D Participating Convertible Preferred Stock of the Issuer outstanding as of November 10, 2011.

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1. NAME OF REPORTING PERSONS
Putnam Investments Employees' Securities Company III LLC
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)''
(b)x
3. SEC USE ONLY
4. SOURCE OF FUNDS OO
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ''
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
7. SOLE VOTING POWER* -0-
8. SHARED VOTING POWER* 103,443
9. SOLE DISPOSITIVE POWER* -0-
10. SHARED DISPOSITIVE POWER* 103,443
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*
103,443
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES x
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)*† 0.1%
14. TYPE OF REPORTING PERSON OO

*See Item 5.

† This percentage is calculated using a fraction, the numerator of which is the number of shares of Common Stock that may be deemed to be beneficially owned by the Reporting Person, and the denominator of which is 71,489,709 (which is the sum of (i) 57,341,017 shares of Common Stock outstanding as of November 10, 2011 and (ii) 14,148,692 shares of Common Stock issuable upon the conversion, subject to certain limitations, of the 113,189.5678 shares of Series D

Participating Convertible Preferred Stock of the Issuer outstanding as of November 10, 2011.

This Amendment No. 5 (“Amendment No. 5”) amends and supplements the statement on Schedule 13D originally filed by the Reporting Persons on April 4, 2008, as amended on March 9, 2011, May 9, 2011, May 23, 2011 and November 16, 2011 (the “Schedule 13D”). Unless otherwise indicated, each capitalized term used but not defined in this Amendment No. 5 shall have the meaning assigned to such term in the Schedule 13D.

Item 4. Purpose of Transaction.

Pursuant to an underwriting agreement, dated November 17, 2011 (the “Underwriting Agreement”), by and among Morgan Stanley & Co. LLC, Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and Wells Fargo LLC (together with several underwriters named in Schedule II thereto, the “Underwriters”), the Company and the selling stockholders named in Schedule I thereto (the “Selling Stockholders”), the Underwriters agreed to purchase from the Selling Stockholders and the Selling Stockholders agreed to sell to the Underwriters an aggregated of 9,250,000 shares of Common Stock (the “Sale”). In addition, pursuant to the Underwriting Agreement, the Underwriters were granted an option to purchase an additional 693,750 shares of Common Stock if such option is exercised by the Underwriters (the “Over-Allotment Option”).

Pursuant to the final prospectus (the “Offering Prospectus”) filed by the Company on November 18, 2011 (the “Offering Prospectus Date”), the public offering price in the public offering of Common Stock by the Company was \$16.25 per share of Common Stock and the underwriting discount was \$0.71094 per share of Common Stock. Pursuant to the Underwriting Agreement, the Underwriters agreed to purchase 9,250,000 shares of Common Stock in the Sale and have not exercised the Over-Allotment Option in such Sale. Accordingly, the Reporting Persons sold an aggregate of 1,750,000 shares of Common Stock for an aggregate amount of \$27,193,355 (which is net of underwriting discounts and commissions).

The Underwriting Agreement contains standard terms and conditions for a public offering including customary representations and warranties and indemnity provisions. The foregoing description of the Underwriting Agreement is not intended to be complete and is qualified in its entirety by the complete text of the Underwriting Agreement, the form of which is incorporated herein by reference to Exhibit 1.1 to the Company’s Form 8-K filed on November 18, 2011.

The Sale was consummated on November 23, 2011.

Item 5. Interest in Securities of the Company.

Item 5 (a) – (b) is hereby amended and restated in its entirety with the following:

“(a) – (b)

The response to Item 4 is incorporated herein by reference. Based on information supplied by the Company, immediately following the closing of the Sale, there were 71,489,709 shares of Common Stock outstanding and 113,189.5678 shares of Series D Stock outstanding (equivalent to 14,148,692 shares of Common Stock). The ownership percentages set forth in this Item 5 include both (i) ownership percentages including the Common Stock issuable upon conversion of the Series D Stock (which Series D Stock, subject to certain exceptions, is non-voting) in the outstanding number of shares of Common Stock (referred to herein as the “Deemed Outstanding”) and (ii) ownership percentages calculated excluding the Common Stock issuable upon conversion of the Series D Stock from the total outstanding number of shares of Common Stock (referred to herein as the “Actually Outstanding”).

As of the date hereof, the Reporting Persons collectively may be deemed to beneficially own 37,575,150 shares, which constitute 52.6% of the Deemed Outstanding Common Stock and 65.5 % of the Actually Outstanding Common Stock.

By virtue of the relationships among the Reporting Persons described herein, the Reporting Persons may be deemed to share beneficial ownership with respect to the shares reported herein. Except to the extent of a pecuniary interest therein, each of the Reporting Persons expressly disclaims the existence of such beneficial ownership, except: (1) Advisors does not disclaim beneficial ownership of shares held by the THL Coinvest Entities, (2) Advisors VI does not disclaim beneficial ownership of shares held by Equity Fund, Parallel Fund, DT Fund and Fund VI (MG), (3) Putnam Holdings does not disclaim beneficial ownership of shares held by Putnam, and (4) Great-West does not disclaim beneficial ownership of shares held by Putnam and Putnam Holdings.

Equity Fund has direct beneficial ownership of 20,275,886 shares, or 28.4% of the Deemed Outstanding Common Stock and 35.4% of the Actually Outstanding Common Stock, and pursuant to the proxy powers granted to Equity Fund over the Common Stock held by Silver Point in the Silver Point Letter Agreement, may be deemed to have an indirect beneficial ownership of 759,093 shares, or 1.1% of the Deemed Outstanding Common Stock and 1.3% of the Actually Outstanding Common Stock; such shares aggregate to 21,034,979 shares of Common Stock, or 29.4% of the Deemed Outstanding Common Stock and 36.7% of the Actually Outstanding Common Stock. Equity Fund may be deemed to share with Advisors and Advisors IV voting and dispositive power with respect to such Common Stock. Equity Fund disclaims beneficial ownership of the stock held by Silver Point. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that Equity Fund, the Reporting Persons or any of their respective affiliates are the beneficial owners of any of the stock beneficially owned by Silver Point for purposes of Section 13(d) of the Exchange Act or for any other purpose.

Parallel Fund has direct beneficial ownership of 13,729,752 shares, or 19.2% of the Deemed Outstanding Common Stock and 23.9% of the Actually Outstanding Common Stock. Parallel Fund may be deemed to share with Advisors and Advisors IV voting and dispositive power with respect to such Common Stock.

DT Fund has direct beneficial ownership of 2,398,312 shares, or 3.4% of the Deemed Outstanding Common Stock and 4.2% of the Actually Outstanding Common Stock. DT Fund may be deemed to share with Advisors and Advisors IV voting and dispositive power with respect to such Common Stock.

Fund VI (MG) has direct beneficial ownership of 75,909 shares, or 0.1% of the Deemed Outstanding Common Stock and 0.1% of the Actually Outstanding Common Stock. Fund VI (MG) may be deemed to share with Advisors and Advisors IV voting and dispositive power with respect to such Common Stock.

Coinvestment Fund has direct beneficial ownership of 57,917 shares, or 0.1% of the Deemed Outstanding Common Stock and 0.1% of the Actually Outstanding Common Stock. Coinvestment Fund may be deemed to share with Advisors voting and dispositive power with respect to such Common Stock.

Operating Partners has direct beneficial ownership of 71,355 shares, or 0.1% of the Deemed Outstanding Common Stock and 0.1% of the Actually Outstanding Common Stock. Operating Partners may be deemed to share with Advisors voting and dispositive power with respect to such Common Stock.

Putnam has direct beneficial ownership of 103,443 shares, or 0.1% of the Deemed Outstanding Common Stock and 0.2% of the Actually Outstanding Common Stock. Putnam may be deemed to share with Putnam Holdings, Great-West and Advisors voting and dispositive power with respect to such Common Stock.

Putnam Holdings, as the managing member of Putnam, may be deemed to be the beneficial owner, or to hold shared voting or dispositive power, of 103,443 shares, or 0.1% of the Deemed Outstanding Common Stock and 0.2% of the Actually Outstanding Common Stock. Putnam Holdings may be deemed to share with Great-West and Advisors voting and dispositive power with respect to such Common Stock.

Great-West has direct beneficial ownership of 103,483 shares, or 0.1% of the Deemed Outstanding Common Stock and 0.2% of the Actually Outstanding Common Stock, and indirectly controls Putnam Holdings, so may be deemed to have an indirect beneficial ownership of 103,443 shares, or 0.1% of the Deemed Outstanding Common Stock and 0.2% of the Actually Outstanding Common Stock; such shares aggregate to 206,926 shares of Common Stock, or 0.3% of the Deemed Outstanding Common Stock and 0.4% of the Actually Outstanding Common Stock. Great-West may be deemed to share with Advisors voting and dispositive power with respect to such Common Stock.

Advisors VI, as the general partner of the Funds and Fund VI (MG), may be deemed to be the beneficial owner, or to hold shared voting or dispositive power, of 36,479,859 shares, or 51.0% of the Deemed Outstanding Common Stock and 63.6% of the Actually

Outstanding Common Stock. Advisors VI may be deemed to share with Advisors voting and dispositive power with respect to such Common Stock.

Advisors, (1) as the general partner of the sole member of Advisors VI, (2) as the general partner of the general partner of Coinvestment Fund and Operating Partners, and (3) pursuant to the terms of the Fourth Amended and Restated Limited Partnership Agreement of Thomas H. Lee Equity Fund VI, L.P., which requires Great-West and Putnam to dispose of its shares of stock pro rata with the Funds, may be deemed to be the beneficial owner, or to hold shared voting or dispositive power, of 37,575,150 shares, which constitute 52.6% of the Deemed Outstanding Common Stock and 65.5% of the Actually Outstanding Common Stock.

As a result of the matters described in Item 4 above, the Reporting Persons may be deemed to constitute a “group,” within the meaning of Section 13(d)(3) of the Exchange Act, with Goldman Sachs and Silver Point. The Reporting Persons disclaim beneficial ownership of the stock held by Goldman Sachs and Silver Point. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that the Reporting Persons or any of their respective affiliates are the beneficial owners of any of stock beneficially owned by Goldman Sachs or Silver Point for purposes of Section 13(d) of the Exchange Act or for any other purpose.”

SIGNATURE

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

Dated: November 28, 2011

THOMAS H. LEE ADVISORS, LLC

By: /s/ Charles P. Holden
Name: Charles P. Holden
Title: Managing Director

THL EQUITY ADVISORS VI, LLC

By: THOMAS H. LEE PARTNERS, L.P.
its general partner
By: THOMAS H. LEE ADVISORS, LLC
its general partner

By: /s/ Charles P. Holden
Name: Charles P. Holden
Title: Managing Director

THOMAS H. LEE EQUITY FUND VI, L.P.

By: THL EQUITY ADVISORS VI, LLC, its general partner
By: THOMAS H. LEE PARTNERS, L.P., its sole member
By: THOMAS H. LEE ADVISORS, LLC, its general partner

By: /s/ Charles P. Holden
Name: Charles P. Holden
Title: Managing Director

THOMAS H. LEE PARALLEL FUND VI, L.P.

By: THL EQUITY ADVISORS VI, LLC, its general partner

By: THOMAS H. LEE PARTNERS, L.P., its sole member

By: THOMAS H. LEE ADVISORS, LLC, its general partner

By: /s/ Charles P. Holden

Name: Charles P. Holden

Title: Managing Director

THOMAS H. LEE PARALLEL (DT) FUND VI, L.P.

By: THL EQUITY ADVISORS VI, LLC, its general partner

By: THOMAS H. LEE PARTNERS, L.P., its sole member

By: THOMAS H. LEE ADVISORS, LLC, its general partner

By: /s/ Charles P. Holden

Name: Charles P. Holden

Title: Managing Director

THL EQUITY FUND VI INVESTORS
(MONEYGRAM), LLC

By: THL EQUITY ADVISORS VI, LLC, its general partner

By: THOMAS H. LEE PARTNERS, L.P., its sole member

By: THOMAS H. LEE ADVISORS, LLC, its general partner

By: /s/ Charles P. Holden

Name: Charles P. Holden

Title: Managing Director

THL COINVESTMENT PARTNERS, L.P.

By: THOMAS H. LEE PARTNERS, L.P.
its general partner

By: THOMAS H. LEE ADVISORS, LLC
its general partner

By: /s/ Charles P. Holden
Name: Charles P. Holden
Title: Managing Director

THL OPERATING PARTNERS, L.P.

By: THOMAS H. LEE PARTNERS, L.P.
its general partner

By: THOMAS H. LEE ADVISORS, LLC
its general partner

By: /s/ Charles P. Holden
Name: Charles P. Holden
Title: Managing Director

GREAT-WEST INVESTORS L.P.

By THOMAS H. LEE ADVISORS, LLC
its attorney-in-fact

By: /s/ Charles P. Holden
Name: Charles P. Holden
Title: Managing Director

PUTNAM INVESTMENTS EMPLOYEES'
SECURITIES COMPANY III LLC

By PUTNAM INVESTMENTS HOLDINGS, LLC
its managing member

By PUTNAM INVESTMENTS, LLC
its managing member

By THOMAS H. LEE ADVISORS, LLC
its attorney-in-fact

By: /s/ Charles P. Holden
Name: Charles P. Holden
Title: Managing Director

PUTNAM INVESTMENTS HOLDINGS, LLC

By PUTNAM INVESTMENTS, LLC
its managing member

By THOMAS H. LEE ADVISORS, LLC
its attorney-in-fact

By: /s/ Charles P. Holden
Name: Charles P. Holden
Title: Managing Director