

MONEYGRAM INTERNATIONAL INC
 Form 4
 November 17, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 GOLDMAN SACHS GROUP INC

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MONEYGRAM INTERNATIONAL INC [MGI]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

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

200 WEST STREET

11/15/2011

(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

NEW YORK, NY 10282

(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 (A) or (D) Price			
Common Stock, par value \$0.01	11/15/2011		P	25,916 A \$ 19.0138 (4)	27,425	I	See footnotes (1) (2) (3) (4)

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 (Instr. 8)	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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Series D Part. Conv. Pref. Stk., par value \$0.01	(5) (6)					(5)(6) (5)(6)	Common Stock	21,648,692

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282		X		
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282		X		

Signatures

/s/ Yvette Kusic,
Attorney-in-fact
11/17/2011

**Signature of Reporting Person Date

/s/ Yvette Kusic,
Attorney-in-fact
11/17/2011

**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).
- This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs" and, together with GS Group, the "Reporting Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group. The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein.
- (1) together with GS Group, the "Reporting Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group. The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein.
 - (2) The common stock, par value \$0.01 per share (the "Common Stock"), of MoneyGram International, Inc. (the "Company") reported herein as indirectly purchased are beneficially owned directly by Goldman Sachs and may be deemed to be beneficially owned indirectly by GS

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Group. Without admitting any legal obligation, Goldman Sachs or another wholly-owned subsidiary of GS Group will remit appropriate profits, if any, to the Company.

(3) As of November 15, 2011, GS Group may be deemed to beneficially own indirectly 27,425 shares of Common Stock by reason of the direct beneficial ownership of such shares by Goldman Sachs. Goldman Sachs also has open short positions of 2,688 shares of Common Stock.

(4) Reflects a weighted average purchase price of \$19.0138 per share, at prices ranging from \$18.52 to \$19.51 per share. Upon request by the staff of the Securities Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price will be provided.

(5) In accordance with the Amended and Restated Certificate of Designations, Preferences and Rights of the Series D Preferred Stock (the "Series D Certificate of Designations"), the Series D Preferred Stock is convertible into shares of Common Stock by a holder (other than the Reporting Persons and their affiliates) who receives such shares by means of (i) a widespread public distribution, (ii) a transfer to an underwriter for the purpose of conducting a widespread public distribution, (iii) a transfer in which no transferee (or group of associated transferees) would receive 2% or more of any class of voting securities of the Company, or (iv) a transfer to a transferee that would control more than 50% of the voting securities of the Company without any transfer from such transferor or its affiliates, as applicable (each of (i) - (iv), a "Widely Dispersed Offering"). (continued in next footnote)

(6) The number of shares of Common Stock to be issued upon conversion shall be determined by multiplying each share of Series D Preferred Stock by 125, giving effect to a one-for eight reverse stock split of the Common Stock effected by the Company on November 14, 2011. The Series D Preferred Stock is non-voting while held by the Reporting Persons and their affiliates, and while held by any holder who receives such shares by means other than a Widely Dispersed Offering. The Reporting Persons may be deemed to be a member of a "group" within the meaning of Section 13(d)(3) of the Act, with (i) Thomas H. Lee Partners, L.P. and (ii) Silver Point Capital, L.P. and Silver Point Capital Offshore Fund, Ltd. (collectively, "Silver Point") and may be deemed to beneficially own the Common Stock deemed to be beneficially owned or able to be acquired within 60 days by THL or Silver Point.

(7) As of November 15, 2011, GS Group may be deemed to beneficially own an aggregate of 21,648,692 shares of Common Stock, including through certain investment partnerships, consisting of 173,189.5678 shares of Series D Preferred Stock convertible by a holder, other than the Reporting Persons or their affiliates, that receives such shares by means of a Widely Dispersed Offering, subject to certain limitations, into 21,648,692 shares of Common Stock.

(8) As of November 15, 2011, Goldman Sachs may be deemed to beneficially own an aggregate of 21,052,857 shares of Common Stock through certain investment partnerships, consisting of 168,422.8824 shares of Series D Preferred convertible by a holder, other than the Reporting Persons or their affiliates, that receives such shares by means of a Widely Dispersed Offering, subject to certain limitations, into 21,052,857 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.