

MONEYGRAM INTERNATIONAL INC
 Form 3
 April 01, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 LAWRY SETH W
 (Last) (First) (Middle)

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 Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

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

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

(Street)

BOSTON,Â MAÂ 02110

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. 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)

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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 of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series B Participating Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	198,000,000 (3)	\$ 2.5	I	Please see footnote 4. (4)

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	Â X	Â	Â	Â

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 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).

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) Represents shares of the Issuer held directly by 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 together with Equity and Parallel, the "Funds"). 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.

(4) 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 each of 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.

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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