

MONEYGRAM INTERNATIONAL INC
Form SC 13D
April 04, 2008

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

SCHEDULE 13D

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

MoneyGram International, Inc.
(Name of Issuer)

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

60935Y109
(CUSIP Number)

Ben I. Adler, Esq.
Goldman, Sachs & Co.
One New York Plaza
New York, New York 10004
(212) 902-1000

With a copy to:

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One New York Plaza
New York, NY 10004
(212) 859-8000

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

March 25, 2008
(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*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).

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

The Goldman Sachs Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, WC, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED

SHARED VOTING POWER

109,010,906

BY EACH 9
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10
WITH

SHARED DISPOSITIVE POWER

109,014,968

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

109,014,968

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

28.0% (1)

14 TYPE OF REPORTING PERSON

HC; CO

(1) All calculations of percentage ownership in this Schedule 13D are based upon a total of 389,598,034 shares of Common Stock outstanding, which is the sum of (a) 82,598,034 shares of Common Stock outstanding as of March 17, 2008, as represented by the Issuer in the Purchase Agreement (defined herein), plus (b) 198,000,000 shares of Common Stock issuable upon the conversion of the 495,000 shares of Series B Participating Convertible Preferred Stock of the Issuer issued to Thomas H. Lee Equity Fund VI, L.P., Thomas H. Lee Parallel Fund VI, L.P. and Thomas H. Lee Parallel (DT) Fund VI, L.P. pursuant to the Purchase Agreement on March 25, 2008 as described in Items 3, 4 and 6 below, if such conversion occurred on March 25, 2008, plus (c) 109,000,000 shares of Common Stock issuable upon the conversion by a holder other than the Reporting Persons or their affiliates, subject to certain limitations, of 109,000 shares of Series D Participating Convertible Preferred Stock of the Issuer, which are issuable upon the conversion of the 272,500 shares of Series B-1 Participating Convertible Preferred Stock of the Issuer issued to the Reporting Persons pursuant to the Purchase Agreement on March 25, 2008, as described in Items 3, 4, 5 and 6 below, if such conversion occurred on March 25, 2008. The shares of Series B-1 Participating Convertible Preferred Stock held by the Reporting Persons or the shares of Series D participating Convertible Preferred Stock that may be held by the Reporting Persons do not vote as a class with the Common Stock.

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

Goldman, Sachs & Co.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, WC, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF 7
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED

SHARED VOTING POWER

106,010,906

BY EACH 9
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10
WITH

SHARED DISPOSITIVE POWER

106,014,968

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

106,014,968

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

27.2%

14 TYPE OF REPORTING PERSON

BD; PN; IA

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GSCP VI Advisors, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED

SHARED VOTING POWER

39,583,851

BY EACH 9
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10
WITH

SHARED DISPOSITIVE POWER

39,583,851

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

39,583,851

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.2%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GS Capital Partners VI Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED

SHARED VOTING POWER

39,583,851

BY EACH 9
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10
WITH

SHARED DISPOSITIVE POWER

39,583,851

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

39,583,851

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.2%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GS Advisors VI, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)