

MONEYGRAM INTERNATIONAL INC  
Form SC 13D/A  
May 23, 2011

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
(Rule 13d-101)

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 3)<sup>1</sup>

MONEYGRAM INTERNATIONAL, INC.

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(Name of Issuer)

Common Stock, par value \$0.01 per share

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(Title of Class of Securities)

60935Y109

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(CUSIP Number)

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

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

May 18, 2011

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(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.

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.

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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).

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13D

1. NAME OF REPORTING PERSONS  
Thomas H. Lee Advisors, LLC
2. CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (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\* 314,601,233
9. SOLE DISPOSITIVE POWER\* -0-
10. SHARED DISPOSITIVE POWER\* 314,601,233
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*  
314,601,233
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)\*† 55.0%
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 571,501,322 (which is the sum of (i) 398,311,755 shares of Common Stock outstanding immediately following the closing of the Recapitalization (as defined in Item 4) and (ii) 173,189,567 shares of Common Stock issuable upon the conversion, subject to certain limitations, of the 173,189.5678 shares of Series D Participating Convertible Preferred Stock of the Issuer outstanding immediately following the closing of the Recapitalization).

13D

1. NAME OF REPORTING PERSONS  
THL Equity Advisors VI, LLC
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(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\* 311,786,371
9. SOLE DISPOSITIVE POWER\* -0-
10. SHARED DISPOSITIVE POWER\* 311,786,371
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*  
311,786,371
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)\*† 54.6%
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 571,501,322 (which is the sum of (i) 398,311,755 shares of Common Stock outstanding immediately following the closing of the Recapitalization (as defined in Item 4) and (ii) 173,189,567 shares of Common Stock issuable upon the conversion, subject to certain limitations, of the 173,189.5678 shares of Series D Participating Convertible Preferred Stock of the Issuer outstanding immediately following the closing of the Recapitalization).

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)
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\* 176,117,201
9. SOLE DISPOSITIVE POWER\* -0-
10. SHARED DISPOSITIVE POWER\* 176,117,201
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*  
176,117,201
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)\*† 30.8%
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 571,501,322 (which is the sum of (i) 398,311,755 shares of Common Stock outstanding immediately following the closing of the Recapitalization (as defined in Item 4) and (ii) 173,189,567 shares of Common Stock issuable upon the conversion, subject to certain limitations, of the 173,189.5678 shares of Series D Participating Convertible Preferred Stock of the Issuer outstanding immediately following the closing of the Recapitalization).



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)
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\* 114,953,537
9. SOLE DISPOSITIVE POWER\* -0-
10. SHARED DISPOSITIVE POWER\* 114,953,537
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*  
114,953,537
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)\*† 20.1%
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 571,501,322 (which is the sum of (i) 398,311,755 shares of Common Stock outstanding immediately following the closing of the Recapitalization (as defined in Item 4) and (ii) 173,189,567 shares of Common Stock issuable upon the conversion, subject to certain limitations, of the 173,189.5678 shares of Series D Participating Convertible Preferred Stock of the Issuer outstanding immediately following the closing of the Recapitalization).

13D

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)
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\* 20,080,075
9. SOLE DISPOSITIVE POWER\* -0-
10. SHARED DISPOSITIVE POWER\* 20,080,075
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*  
20,080,075
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)\*† 3.5%
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 571,501,322 (which is the sum of (i) 398,311,755 shares of Common Stock outstanding immediately following the closing of the Recapitalization (as defined in Item 4) and (ii) 173,189,567 shares of Common Stock issuable upon the conversion, subject to certain limitations, of the 173,189.5678 shares of Series D Participating Convertible Preferred Stock of the Issuer outstanding immediately following the closing of the Recapitalization).

13D

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)
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. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER\* -0-
8. SHARED VOTING POWER\* 635,558
- 9.