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)1

MONEYGRAM INTERNATIONAL, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

60935Y109

(CUSIP Number)

James Westra, 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)

May 18, 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.

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).

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.

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-	
NUMBER OF SHARES BENEFICIALLY OWNED BY	8. SHARED VOTING POWER* 314,601,233	
EACH REPORTING PERSON WITH	9. SOLE DISPOSITIVE POWER* -0-	
	10. SHARED DISPOSITIVE POWER* 314,601,23	3
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON* 314,601,233	REPORTING
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).

1.	NAME OF REPO		NS	
2.	CHECK THE AI MEMBER OF A			(a)" (b)x
3.	SEC USE ONLY	7		
4.	SOURCE OF FU	INDS	00	
5.	CHECK BOX IF PROCEEDINGS ITEM 2(d) or 2(e)	IS REQUIRED	OF LEGAL PURSUANT TO	
6.	CITIZENSHIP C Delaware	OR PLACE OF O	RGANIZATION	
	7.	SOLE VOTING	POWER* -0-	
NUMBER OF SHARES BENEFICIALLY OWNED BY	8.	SHARED VOTI	ING POWER* 311	1,786,371
EACH REPORTING PERSON WITH	9.	SOLE DISPOSI	TIVE POWER*	-0-
	10.	SHARED DISP	OSITIVE POWER*	* 311,786,371
11.	AGGREGATE A PERSON* 311,786,371	AMOUNT BENE	FICIALLY OWNE	D BY EACH REPORTING
12.	CHECK BOX IF ROW (11) EXCI		ATE AMOUNT IN N SHARES	X
13.	PERCENT OF C (11)*† 54.0		ENTED BY AMOU	NT IN ROW
14.	TYPE OF REPO PERSON	RTING		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).

1.		ORTING PERSONS Equity Fund VI, L.P.		
2.	CHECK THE AI MEMBER OF A	PPROPRIATE BOX IF A GROUP	(a)" (b)x	
3.	SEC USE ONLY	(
4.	SOURCE OF FU	JNDS OO		
5.		F DISCLOSURE OF LEGAL S IS REQUIRED PURSUANT TO e)		
6.	CITIZENSHIP C Delaware	OR PLACE OF ORGANIZATION		
	7.	SOLE VOTING POWER* -0-	-	
NUMBER OF SHARES BENEFICIALLY OWNED BY	8.	SHARED VOTING POWER* 17	6,117,201	
EACH REPORTING PERSON WITH	9.	SOLE DISPOSITIVE POWER*	-0-	
	10.	SHARED DISPOSITIVE POWER	* 176,117,201	
11.	AGGREGATE A PERSON* 176,117,201	AMOUNT BENEFICIALLY OWNE	ED BY EACH REPOR	TING
12.		F THE AGGREGATE AMOUNT IN LUDES CERTAIN SHARES	J х	
13.	PERCENT OF C	CLASS REPRESENTED BY AMOU	JNT IN ROW (11)*†	30.8%
14.	TYPE OF REPO	ORTING 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).

1.	NAME OF REPO Thomas H. Lee P					
2.	CHECK THE AF MEMBER OF A		E BOX IF A		(a)" (b)x	
3.	SEC USE ONLY					
4.	SOURCE OF FU	NDS (00			
5.	CHECK BOX IF PROCEEDINGS ITEM 2(d) or 2(e	IS REQUI				
6.	CITIZENSHIP O Delaware	R PLACE (OF ORGANIZA	TION		
	7.	SOLE VOT	ING POWER*	-0-		
NUMBER OF SHARES BENEFICIALLY OWNED BY	8.	SHARED V	OTING POWE	ER* 114	4,953,537	
EACH REPORTING PERSON WITH	9.	SOLE DISI	POSITIVE POW	/ER*	-0-	
	10.	SHARED I	DISPOSITIVE P	OWER ³	* 114,953,537	
11.	AGGREGATE A PERSON* 114,953,537	MOUNT B	ENEFICIALLY	OWNE	ED BY EACH REPORT	ΓING
12.	CHECK BOX IF ROW (11) EXCL				X	
13.	PERCENT OF C	LASS REPI	RESENTED BY	AMOU	JNT IN ROW (11)*†	20.1%
14.	TYPE OF REPO	RTING PER	SON			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).

1.	NAME OF REPORTHORN H. Lee P				
2.	CHECK THE AF MEMBER OF A		E BOX IF A	(a)" (b)x	
3.	SEC USE ONLY				
4.	SOURCE OF FU	NDS	00		
5.	CHECK BOX IF PROCEEDINGS ITEM 2(d) or 2(e	IS REQUIF	RE OF LEGAL RED PURSUANT TO		
6.	CITIZENSHIP O Delaware	R PLACE C	F ORGANIZATION		
	7.	SOLE VOT	ING POWER* -()-	
NUMBER OF SHARES BENEFICIALLY OWNED BY	8.	SHARED V	OTING POWER* 2	0,080,075	
EACH REPORTING PERSON WITH	9.	SOLE DISF	POSITIVE POWER*	-0-	
	10.	SHARED D	DISPOSITIVE POWER	R* 20,080,075	
11.	AGGREGATE A PERSON* 20,080,075	MOUNT BI	ENEFICIALLY OWN	ED BY EACH REPORT	ΓING
12.	CHECK BOX IF ROW (11) EXCL		REGATE AMOUNT II TAIN SHARES	N x	
13.	PERCENT OF C	LASS REPR	RESENTED BY AMO	UNT IN ROW (11)*†	3.5%
14.	TYPE OF REPO	RTING		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).

1.	NAME OF REPO THL Equity Fund		SONS (MoneyGram), LLC		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b)				
3.	SEC USE ONLY	-			
4.	SOURCE OF FU	INDS	00		
5.	CHECK BOX IF PROCEEDINGS ITEM 2(d) or 2(e	IS REQUIR	RE OF LEGAL ED PURSUANT TO		
6.	CITIZENSHIP C Delaware	OR PLACE OI	F ORGANIZATION		
NUMBER OF SHARES BENEFICIALLY	7.	SOLE VOTI	NG POWER* -()-	
OWNED BY EACH REPORTING	8.	SHARED V	OTING POWER* 63	5,558	
PERSON WITH	9.				