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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 27, 2017

MoneyGram International, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-31950
(Commission
File Number)

16-1690064
(I.R.S. Employer
Identification Number)

2828 N. Harwood Street, 15th Floor
Dallas, Texas
(Address of principal executive offices)

75201
(Zip code)

Registrant's telephone number, including area code: (214) 999-7552

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

- Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 27, 2017, MoneyGram International, Inc. (the “Company”) and Pamela H. Patsley, Executive Chairman of the Company’s board of directors (the “Board”), entered into an amendment (the “Amendment”) to the Employment Agreement, dated July 30, 2015, by and between the Company and Ms. Patsley (previously filed as Exhibit 10.2 to the Company’s Current Report on Form 8-K filed on July 31, 2015). Pursuant to the Amendment, Ms. Patsley’s term as Executive Chairman of the Board has been extended until February 2, 2018.

Also on December 28, 2017, Ms. Patsley announced that she will retire as Executive Chairman of the Board, effective February 2, 2018. Ms. Patsley has served as Chairman or Executive Chairman of the Board since 2009. Her decision to retire did not involve any disagreement with the Company, the Company’s management or the Board. On December 28, 2017, the Board announced that it has appointed W. Alexander Holmes as Chairman of the Board, effective February 2, 2018. Mr. Holmes has served as a member of the Board since 2015 and as the Company’s Chief Executive Officer since 2016.

The foregoing description of the Amendment is a summary, does not purport to be complete and is qualified in its entirety by reference to the complete text of the Amendment, a copy of which is filed as Exhibit 10.1 to this Form 8-K and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On December 28, 2017, the Company issued a press release announcing Ms. Patsley’s retirement and Mr. Holmes’s election as Chairman of the Board, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 7.01, including Exhibit 99.1, is furnished pursuant to Item 7.01 and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	<u>Amendment No. 1 to Employment Agreement, dated as of December 27, 2017, by and between MoneyGram International, Inc. and Pamela H. Patsley.</u>
99.1	<u>Press Release of MoneyGram International, Inc., dated December 28, 2017.</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MONEYGRAM INTERNATIONAL, INC.

By: /s/ F. Aaron Henry

Name: F. Aaron Henry

Title: Executive Vice President, General Counsel and
Corporate Secretary

Date: December 28, 2017

December 27, 2017

Pamela H. Patsley
2828 N. Harwood Street, 15th Floor
Dallas, TX 75201

Dear Ms. Patsley:

This agreement is entered into by and between Pamela H. Patsley (“Executive”) and MoneyGram International, Inc. (the “*Company*”), and sets forth certain amendments to the Employment Agreement entered into between the Executive and the Company dated as of July 30, 2015, effective as of January 1, 2016 (the “*Employment Agreement*”). This agreement, and the amendments set forth herein, shall be effective as of the later signature date set forth below (the “*Effective Date*”).

By signing below, Executive and the Company acknowledge and agree that, effective as of the Effective Date:

1. Section 1 of the Employment Agreement shall be deleted and the following shall be substituted therefor:

“**1. Employment.** The Company hereby agrees to continue to employ Executive, and Executive hereby agrees to be employed by the Company, upon the terms and conditions contained in this Agreement. Executive’s employment with the Company pursuant to the terms and conditions of this Agreement shall commence on the Effective Date and shall continue, subject to earlier termination of such employment pursuant to the terms hereof, until February 2, 2018 (the “Term”).”

2. Section 4.2 of the Employment Agreement shall be deleted and the following shall be substituted therefor:

“4.2 Cash Bonus. As of the Effective Date, Executive’s eligibility to receive an award under the Company’s Performance Bonus Plan, as amended from time to time, or any successor annual incentive compensation program (“PBP”), shall be in the sole discretion of the Board and subject to achievement of any annual PBP bonus goals established by the HRN or the Board in its sole discretion. For the avoidance of doubt, this Section 4.2 shall not affect the terms of any annual bonus awards previously granted to Executive under the PBP and outstanding as of the Effective Date.

3. Section 4.3 of the Employment Agreement shall be deleted and the following shall be substituted therefor:

“4.3 Equity Awards. As of the Effective Date, Executive shall not be eligible to receive any awards under the Company’s 2005 Omnibus Incentive Plan, as amended from time to time, or any successor equity incentive compensation program (the “Equity Plan”). For the avoidance of doubt, this Section 4.3 shall not affect the terms of any outstanding awards granted under the Equity Plan and held by Executive as of the Effective Date, including the settlement or vesting provisions thereof.

4. Section 6.2 of the Employment Agreement shall be deleted and the following shall be substituted therefor:

“6.2 Expiration of the Term. Upon expiration of the Term, Executive shall be entitled to receive the payments and benefits described under Sections 6.1(a), (b), (e) and (f) hereof.”

In the event of conflict between the terms of the Employment Agreement and the terms of this agreement, the terms of this agreement shall govern. Except as specifically referenced or addressed herein, all other terms, covenants and provisions of the Employment Agreement are hereby ratified and confirmed and shall remain in full force and effect.

MONEYGRAM INTERNATIONAL, INC.

By: /s/ Laura Gardiner
Name: Laura Gardiner
Title: Chief Human Resources Officer
Date: December 27, 2017

ACKNOWLEDGED AND AGREED:

/s/ Pamela H. Patsley
Pamela H. Patsley

December 27, 2017
Date

**SIGNATURE PAGE TO
EMPLOYMENT AGREEMENT LETTER AMENDMENT**

**MoneyGram Names W. Alexander Holmes to Succeed Pamela H. Patsley
As Chairman of the Board of Directors in February 2018**

DALLAS, December 28, 2017 — MoneyGram (NASDAQ: MGI), a leading global money transfer and payment services company, today announced that W. Alexander Holmes, Chief Executive Officer of MoneyGram, has been appointed to the additional role of Chairman of the Board of Directors, effective February 2, 2018. In this new role, Holmes will succeed Pamela H. Patsley, who will retire from the MoneyGram Board, completing a planned leadership transition that was first announced in July 2015. Following these changes, the MoneyGram Board will consist of nine directors, six of whom are independent.

“Today’s announcement is the final step in our previously announced succession plan, resulting in a well-deserved additional role for CEO Alex Holmes and an equally well-deserved retirement for Pam Patsley,” said J. Coley Clark, Chair of the Human Resources and Nominating Committee of the MoneyGram Board. “MoneyGram has benefitted greatly from the outstanding and dedicated leadership of Alex and his team, and we believe that he is the ideal successor to Pam as Chairman of the Board. The other directors and I are grateful to Pam for her years of service and dedication to MoneyGram. Among many other accomplishments, she was the driving force of the strong culture and spirit that define MoneyGram today, and we wish her the very best going forward.”

“The contributions Pam has made throughout her tenure at MoneyGram are innumerable,” said Holmes. “On a personal note, Pam has served as an inspiring mentor and I am truly grateful for her support, guidance and friendship. As the incoming Chairman, I look forward to continuing her legacy and working closely with my fellow directors and our outstanding management team as we execute MoneyGram’s strategy for future growth and value creation.”

“We have developed an incredibly talented team at MoneyGram, and I have been honored to work alongside them for the past nine years,” said Patsley. “Today, MoneyGram is well-positioned as a leader in global payment transfers, and continues to execute its strategy to accelerate digital revenue growth, strengthen its capital structure, and improve profitability. I am confident in the future of the Company under Alex’s dedicated leadership.”

About MoneyGram

MoneyGram is a global provider of innovative money transfer services and is recognized worldwide as a financial connection to friends and family. Whether online, or through a mobile device, at a kiosk or in a local store, we connect consumers any way that is convenient for them. We also provide bill payment services, issue money orders and process official checks in select markets. More information about MoneyGram International, Inc. is available at moneygram.com.

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