

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): August 1, 2019

MoneyGram International, Inc.

(Exact name of registrant as specified in its charter)

Delaware	1-31950	16-1690064
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)
2828 N. Harwood Street, 15th Floor Dallas, Texas		75201
(Address of principal executive offices)	Registrant's telephone number, including area code: (214) 999-7552	(Zip code)
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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.01 par value	MGI	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an 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 2.02 Results of Operations and Financial Condition.

On August 1, 2019, MoneyGram International, Inc. (the "Company") issued a press release reporting financial results for its second quarter ended June 30, 2019. A copy of the press release is furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press release dated August 1, 2019.

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/ Lawrence Angelilli

Name: Lawrence Angelilli

Title: Chief Financial Officer

Date: August 1, 2019

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press release dated August 1, 2019.



MoneyGram International Reports Second Quarter 2019 Financial Results

DALLAS (August 1, 2019) -- MoneyGram International, Inc. (NASDAQ: MGI) today reported financial results for its second quarter ending June 30, 2019.

Business Update

"Financial results in the second quarter were impacted by slower than anticipated recovery of the US-outbound market along with the continuing market challenges in the US-US business," said Alex Holmes, Chairman and CEO. "Importantly, we reported accelerated growth from our digital platforms and returned to year-over-year growth in many key corridors as we saw a sequential increase in active, returning and new customers. These trends, along with the successful execution of our cost-saving initiatives, enabled us to deliver sequential improvements to Revenue and Adjusted EBITDA."

Holmes concluded, "Our efforts during the second quarter also resulted in a number of important milestones for the company including the completion of our debt refinancing, the launch of a pioneering equity investment & strategic partnership with Ripple, and the continued success of our digital transformation initiatives."

Second Quarter 2019 Financial Results

- Total revenue was \$323.8 million and \$374.6 million for the three months ended June 30, 2019 and 2018, respectively.
 - Money transfer revenue was \$282.2 million for the quarter compared to \$329.7 million for the three months ended June 30, 2018.
 - Total digital revenue represented 16% of money transfer revenue.
 - Investment revenue was \$14.5 million for the quarter.
- Net loss was \$27.2 million compared to net income of \$2.3 million for the second quarter of 2018. EBITDA was \$8.9 million, a decrease of \$34.5 million as compared to the year-ago period. The current period includes a \$31.3 million non-cash pension settlement charge related to the sale of \$74.3 million of pension liabilities.
- Adjusted EBITDA was \$54.3 million for the three months ended June 30, 2019. Adjusted EBITDA was \$59.8 million for the three months ended June 30, 2018.
- Adjusted EBITDA margin was 16.8%.
- Diluted loss per share was \$0.41. Adjusted diluted earnings per share was \$0.12.
- Adjusted Free Cash Flow was \$20.0 million for the quarter.

Balance Sheet Highlights and Capital Structure Highlights

The Company ended the second quarter of 2019 with a cash and cash equivalents balance of \$133.5 million compared to \$145.5 million at the end of 2018. Second quarter interest expense was \$14.0 million and capital expenditures for the second quarter were \$16.5 million.

The Company announced on June 26, 2019 that it refinanced its first lien debt, extended its revolving credit agreement, and added a tranche of second lien debt. The new senior debt structure provides for a \$35 million senior secured three-year revolving credit facility and a \$645 million senior secured four-year term loan. The new second lien credit agreement provides for a \$245 million secured five-year term loan.

Also during the quarter, the Company obtained an equity infusion of \$30 million and entered into a commercial agreement with Ripple, a provider of enterprise blockchain solutions for global payments. Ripple purchased the newly-issued equity from MoneyGram at \$4.10 per share, a significant premium to MoneyGram's market price at the time of the investment. The investment agreement provides the Company with an option to sell up to \$20 million of additional equity to Ripple through June 30, 2020. The commercial agreement allows MoneyGram to utilize Ripple's xRapid blockchain product, as well as XRP, Ripple's cryptocurrency, to facilitate cross-border settlement. The Company expects that this will reduce working capital needs and have the potential to generate additional earnings and cash flow.

Additionally, during the quarter, the Company paid \$1.2 million to a life insurance company for their assumption, without recourse, of a significant portion of its defined benefit pension liability. The result of the sale was a reduction of pension obligations by \$74.3 million and the recognition of a non-cash charge of \$31.3 million. The transfer of the pension obligations was completed exclusively with the use of pension assets and did not impact the Company's cash balance or liquidity position.

Full Year 2019 Outlook

The Company continues to anticipate a return to growth later this year, however given the revenue trends for the first half of the year, and the slower than anticipated recovery of the US market, the Company is revising its constant currency revenue outlook for the full year 2019 and now projects a decline of approximately 8% for the year. The Company is also narrowing its original range for Adjusted EBITDA and now projects a decline of approximately 12% for the full year 2019 on a constant currency basis.

Forward-Looking Statements

This communication contains forward-looking statements which are protected as forward-looking statements under the Private Securities Litigation Reform Act of 1995 that are not limited to historical facts, but reflect MoneyGram's current beliefs, expectations or intentions regarding future events. Words such as "may," "will," "could," "should," "expect," "plan," "project," "intend," "anticipate," "believe," "estimate," "predict," "potential," "pursuant," "target," "continue," and similar expressions are intended to identify such forward-looking statements. The statements in this communication that are not historical statements are forward-looking statements within the meaning of the federal securities laws. Specific forward-looking statements include, among others, statements regarding the company's projected results of operations, specific factors expected to impact the company's results of operations, and the expected restructuring and reorganization program results. Forward-looking statements are subject to numerous risks and uncertainties, many of which are beyond MoneyGram's control, which could cause actual results to differ materially from the results expressed or implied by the statements. These risks and uncertainties include, but are not limited to: our ability to compete effectively; our ability to maintain key agent or biller relationships, or a reduction in business or transaction volume from these relationships, including our largest agent, Walmart, whether through the introduction by Walmart of additional competing "white label" branded money transfer products or otherwise; our ability to manage fraud risks from consumers or agents; the ability of us and our agents to comply with U.S. and international laws and regulations; litigation or investigations involving us or our agents; uncertainties relating to compliance with the DPA entered into with the U.S. federal government and the effect of the DPA on our reputation and business; regulations addressing consumer privacy, data use and security; our ability to successfully develop and timely introduce new and enhanced products and services and our investments in new products, services or infrastructure changes; our ability to manage risks associated with our international sales and operations; our offering of money transfer services through agents in regions that are politically volatile; changes in tax laws or an unfavorable outcome with respect to the audit of our tax returns or tax positions, or a failure by us to establish adequate reserves for tax events; our substantial debt service obligations, significant debt covenant requirements and credit ratings; major bank failure or sustained financial market illiquidity, or illiquidity at our clearing, cash management and custodial financial institutions; the ability of us and our agents to maintain adequate banking relationships; a security or privacy breach in systems, networks or databases on which rely; disruptions to our computer network systems and data centers; weakness in economic conditions, in both the U.S. and global markets; a significant change, material slow down or complete disruption of international migration patterns; the financial health of certain European countries or the secession of a country from the European Union; our ability to manage credit risks from our agents and official check financial institution customers; our ability to adequately protect our brand and intellectual property rights and to avoid infringing on the rights of others; our ability to attract and retain key employees; our ability to manage risks related to the operation of retail locations and the acquisition or start-up of businesses; any restructuring actions and cost reduction initiatives that we undertake may not deliver the expected results and these actions may adversely affect our business; our ability to maintain effective internal controls; our capital structure and the special voting rights provided to designees of Thomas H. Lee Partners, L.P. on our Board of Directors; and uncertainties described in the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of MoneyGram's public reports filed with the Securities and Exchange Commission (the "SEC"), including MoneyGram's annual report on Form 10-K for the year ended December 31, 2018.

Additional information concerning factors that could cause actual results to differ materially from those in the forward-looking statements is contained from time to time in MoneyGram's SEC filings. MoneyGram's SEC filings may be obtained by contacting MoneyGram, through MoneyGram's web site at ir.moneygram.com or through the SEC's Electronic Data Gathering and Analysis Retrieval System (EDGAR) at <http://www.sec.gov>. MoneyGram undertakes no obligation to publicly update or revise any forward-looking statement.

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Non-GAAP Measures

In addition to results presented in accordance with accounting principles generally accepted in the United States ("GAAP"), this news release and related tables include certain non-GAAP financial measures, including a presentation of EBITDA (earnings before interest, taxes, depreciation and amortization, including agent signing bonus amortization), Adjusted EBITDA (EBITDA adjusted for certain significant items), Adjusted EBITDA margin, Adjusted Free Cash Flow (Adjusted EBITDA less cash interest, cash taxes and cash payments for capital expenditures and agent signing bonuses), constant currency measures (which assume that amounts denominated in foreign currencies are translated to the U.S. dollar at rates consistent with those in the prior year), adjusted diluted earnings per share and adjusted net income. In addition, we present adjusted operating income and adjusted operating margin for our two reporting segments. The following tables include a full reconciliation of non-GAAP financial measures to the related GAAP financial measures. The equivalent GAAP financial measures for projected results are not provided, and projected results do not reflect the potential impact of certain non-GAAP adjustments, which include (but in future periods, may not be limited to) stock-based, contingent and incentive compensation costs, compliance enhancement program costs, direct monitor costs, legal and contingent matter costs, restructuring and reorganization costs, currency changes and the tax effect of such items. We cannot reliably predict or estimate if and when these types of costs, adjustments or changes may occur or their impact to our financial statements. Accordingly, a reconciliation of the non-GAAP financial measures to the equivalent GAAP financial measures for projected results is not available.

We believe that these non-GAAP financial measures provide useful information to investors because they are an indicator of the strength and performance of ongoing business operations. These calculations are commonly used as a basis for investors, analysts and other interested parties to evaluate and compare the operating performance and value of companies within our industry. Finally, EBITDA, Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Free Cash Flow, constant currency, adjusted diluted earnings per share and adjusted net income figures are financial and performance measures used by management in reviewing results of operations, forecasting, allocating resources or establishing employee incentive programs. Although MoneyGram believes the above non-GAAP financial measures enhance investors' understanding of its business and performance, these non-GAAP financial measures should not be considered in isolation or as substitutes for the accompanying GAAP financial measures.

Description of Tables

Table One	- Condensed Consolidated Statements of Operations
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Table Six	- Condensed Consolidated Balance Sheets
Table Seven	- Condensed Consolidated Statements of Cash Flows

Conference Call

MoneyGram International will host a conference call on August 2, at 9:00 a.m. ET, to discuss its results. Alex Holmes, chairman and chief executive officer, and Larry Angelilli, chief financial officer, will host the call.

Participant Dial-In Numbers:

U.S.: 1-800-263-0877

International: 1-646-828-8143

Webcast: <http://public.viavid.com/index.php?id=135339>

Replay: 1-844-512-2921 or 1-412-317-6671

Replay ID: 2306000

Replay is available through August 9, 2019, 11:59pm ET

About MoneyGram International

MoneyGram is a global leader in omnichannel money transfer and payment services that enables friends and family to safely, conveniently, and affordably send money for life's daily needs in over 200 countries and territories. The innovative MoneyGram platform leverages its leading digital and physical network, global financial settlement engine, cloud-based infrastructure with integrated APIs, and its unparalleled compliance program that leads the industry in protecting consumers. More information about MoneyGram International, Inc. is available at moneygram.com.

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TABLE ONE
MONEYGRAM INTERNATIONAL, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

<i>(Amounts in millions, except percentages and per share data)</i>	Three Months Ended June 30,		2019 vs 2018	Six Months Ended June 30,		2019 vs 2018
	2019	2018		2019	2018	
REVENUE						
Fee and other revenue	\$ 309.3	\$ 362.5	\$ (53.2)	\$ 610.3	\$ 732.6	\$ (122.3)
Investment revenue	14.5	12.1	2.4	28.9	22.0	6.9
Total revenue	323.8	374.6	(50.8)	639.2	754.6	(115.4)
Total revenue change, as reported	(14)%	(9)%		(15)%	(5)%	
Total revenue change, constant currency	(12)%	(11)%		(13)%	(8)%	
OPERATING EXPENSES						
Total commissions and direct transaction expenses	167.8	190.4	(22.6)	328.7	375.9	(47.2)
Compensation and benefits	53.5	65.1	(11.6)	112.9	144.4	(31.5)
Transaction and operations support ⁽¹⁾	54.5	72.0	(17.5)	106.6	146.8	(40.2)
Occupancy, equipment and supplies	15.5	17.0	(1.5)	30.9	33.6	(2.7)
Depreciation and amortization	18.2	20.1	(1.9)	37.2	38.2	(1.0)
Total operating expenses	309.5	364.6	(55.1)	616.3	738.9	(122.6)
OPERATING INCOME	14.3	10.0	4.3	22.9	15.7	7.2
Other expenses (income)						
Interest expense	14.0	13.7	0.3	27.9	26.0	1.9
Other non-operating expense (income) ⁽²⁾	35.3	1.4	33.9	36.9	(27.1)	64.0
Total other expenses (income)	49.3	15.1	34.2	64.8	(1.1)	65.9
(Loss) income before income taxes	(35.0)	(5.1)	(29.9)	(41.9)	16.8	(58.7)
Income tax (benefit) expense	(7.8)	(7.4)	(0.4)	(1.2)	7.4	(8.6)
NET (LOSS) INCOME	\$ (27.2)	\$ 2.3	\$ (29.5)	\$ (40.7)	\$ 9.4	\$ (50.1)
(LOSS) INCOME PER COMMON SHARE						
Basic	\$ (0.41)	\$ 0.04	\$ (0.45)	\$ (0.62)	\$ 0.15	\$ (0.77)
Diluted	\$ (0.41)	\$ 0.03	\$ (0.44)	\$ (0.62)	\$ 0.14	\$ (0.76)
Weighted-average outstanding common shares and equivalents used in computing (loss) income per share						
Basic	66.1	64.5	1.6	65.5	64.1	1.4
Diluted	66.1	66.4	(0.3)	65.5	66.3	(0.8)

(1) Six months ended June 30, 2018 include an accrual of \$10.0 million related to the resolution of the DPA matter.

(2) The three and six months ended June 30, 2019 include non-cash pension settlement charge of \$31.3 million and debt extinguishment cost of \$2.4 million.

TABLE TWO
MONEYGRAM INTERNATIONAL, INC.
SEGMENT RESULTS
(Unaudited)

Global Funds Transfer

<i>(Amounts in millions, except percentages)</i>	Three Months Ended June 30,		2019 vs 2018	Six Months Ended June 30,		2019 vs 2018
	2019	2018		2019	2018	
Money transfer revenue	\$ 282.2	\$ 329.7	\$ (47.5)	\$ 555.5	\$ 666.3	\$ (110.8)
Bill payment revenue	15.0	19.5	(4.5)	30.9	40.3	(9.4)
Total revenue	\$ 297.2	\$ 349.2	\$ (52.0)	\$ 586.4	\$ 706.6	\$ (120.2)
Commissions and direct transaction expenses	\$ 161.4	\$ 185.5	\$ (24.1)	\$ 315.7	\$ 367.2	\$ (51.5)
Operating income	<u>\$ 5.6</u>	<u>\$ 5.7</u>	<u>\$ (0.1)</u>	<u>\$ 6.7</u>	<u>\$ 7.1</u>	<u>\$ (0.4)</u>
Operating margin	1.9 %	1.6 %		1.1 %	1.0 %	
Money transfer revenue change, as reported	(14)%	(8)%		(17)%	(5)%	
Money transfer revenue change, constant currency	(12)%	(10)%		(14)%	(8)%	

Financial Paper Products

<i>(Amounts in millions, except percentages)</i>	Three Months Ended June 30,		2019 vs 2018	Six Months Ended June 30,		2019 vs 2018
	2019	2018		2019	2018	
Money order revenue	\$ 13.6	\$ 14.2	\$ (0.6)	\$ 27.5	\$ 27.6	\$ (0.1)
Official check revenue	13.0	11.2	1.8	25.3	20.4	4.9
Total revenue	\$ 26.6	\$ 25.4	\$ 1.2	\$ 52.8	\$ 48.0	\$ 4.8
Total commissions expense	\$ 6.4	\$ 4.9	\$ 1.5	\$ 13.0	\$ 8.7	\$ 4.3
Operating income	<u>\$ 10.0</u>	<u>\$ 7.1</u>	<u>\$ 2.9</u>	<u>\$ 18.2</u>	<u>\$ 12.7</u>	<u>\$ 5.5</u>
Operating margin	37.6 %	28.0 %		34.5 %	26.5 %	

TABLE THREE
MONEYGRAM INTERNATIONAL, INC.
SEGMENT RECONCILIATIONS
(Unaudited)

Global Funds Transfer

<i>(Amounts in millions, except percentages)</i>	Three Months Ended June 30,		2019 vs 2018	Six Months Ended June 30,		2019 vs 2018
	2019	2018		2019	2018	
Revenue (as reported)	\$ 297.2	\$ 349.2	\$ (52.0)	\$ 586.4	\$ 706.6	\$ (120.2)
Adjusted operating income	\$ 15.9	\$ 20.1	\$ (4.2)	\$ 28.2	\$ 50.0	\$ (21.8)
Legal and contingent matters	—	(1.0)	1.0	—	(12.4)	12.4
Restructuring and reorganization costs	(0.5)	(5.2)	4.7	(4.1)	(12.5)	8.4
Compliance enhancement program	(1.9)	(3.1)	1.2	(3.0)	(5.5)	2.5
Direct monitor costs	(6.2)	(2.6)	(3.6)	(10.3)	(5.7)	(4.6)
Stock-based compensation expense	(1.7)	(2.5)	0.8	(4.1)	(6.8)	2.7
Total adjustments	(10.3)	(14.4)	4.1	(21.5)	(42.9)	21.4
Operating income (as reported)	\$ 5.6	\$ 5.7	\$ (0.1)	\$ 6.7	\$ 7.1	\$ (0.4)
Adjusted operating margin	5.3 %	5.8 %		4.8 %	7.1 %	
Total adjustments	(3.5)%	(4.1)%		(3.7)%	(6.1)%	
Operating margin (as reported)	1.9 %	1.6 %		1.1 %	1.0 %	

Financial Paper Products

<i>(Amounts in millions, except percentages)</i>	Three Months Ended June 30,		2019 vs 2018	Six Months Ended June 30,		2019 vs 2018
	2019	2018		2019	2018	
Revenue (as reported)	\$ 26.6	\$ 25.4	\$ 1.2	\$ 52.8	\$ 48.0	\$ 4.8
Adjusted operating income	\$ 10.6	\$ 8.7	\$ 1.9	\$ 19.4	\$ 15.0	\$ 4.4
Compliance enhancement program	(0.4)	(1.4)	1.0	(0.8)	(1.6)	0.8
Stock-based compensation expense	(0.2)	(0.2)	—	(0.4)	(0.7)	0.3
Total adjustments	(0.6)	(1.6)	1.0	(1.2)	(2.3)	1.1
Operating income (as reported)	\$ 10.0	\$ 7.1	\$ 2.9	\$ 18.2	\$ 12.7	\$ 5.5
Adjusted operating margin	39.8 %	34.3 %		36.7 %	31.3 %	
Total adjustments	(2.3)%	(6.3)%		(2.3)%	(4.8)%	
Operating margin (as reported)	37.6 %	28.0 %		34.5 %	26.5 %	

TABLE FOUR
MONEYGRAM INTERNATIONAL, INC.
RECONCILIATION OF CERTAIN NON GAAP MEASURES TO RELEVANT GAAP MEASURES
EBITDA, ADJUSTED EBITDA, ADJUSTED EBITDA MARGIN AND ADJUSTED FREE CASH FLOW
(Unaudited)

<i>(Amounts in millions, except percentages)</i>	Three Months Ended June 30,		2019 vs 2018	Six Months Ended June 30,		2019 vs 2018
	2019	2018		2019	2018	
(Loss) income before income taxes	\$ (35.0)	\$ (5.1)	\$ (29.9)	\$ (41.9)	\$ 16.8	\$ (58.7)
Interest expense	14.0	13.7	0.3	27.9	26.0	1.9
Depreciation and amortization	18.2	20.1	(1.9)	37.2	38.2	(1.0)
Signing bonus amortization	11.7	14.7	(3.0)	23.4	28.7	(5.3)
EBITDA	8.9	43.4	(34.5)	46.6	109.7	(63.1)
Significant items impacting EBITDA:						
Non-cash pension settlement charge ⁽¹⁾	31.3	—	31.3	31.3	—	31.3
Direct monitor costs	6.2	2.6	3.6	10.3	5.7	4.6
Debt extinguishment costs ⁽²⁾	2.4	—	2.4	2.4	—	2.4
Compliance enhancement program	2.3	4.6	(2.3)	3.8	7.2	(3.4)
Stock-based, contingent and incentive compensation	1.9	2.7	(0.8)	4.5	7.5	(3.0)
Legal and contingent matters ⁽³⁾	0.7	1.3	(0.6)	1.3	12.7	(11.4)
Restructuring and reorganization costs	0.5	5.2	(4.7)	4.0	12.5	(8.5)
Severance and related costs	0.1	—	0.1	0.2	0.4	(0.2)
Costs (income) related to the terminated merger with Ant Financial ⁽⁴⁾	—	—	—	—	(29.3)	29.3
Adjusted EBITDA	\$ 54.3	\$ 59.8	\$ (5.5)	\$ 104.4	\$ 126.4	\$ (22.0)
Adjusted EBITDA margin ⁽⁵⁾	16.8 %	16.0%	0.8%	16.3 %	16.8%	(0.5)%
Adjusted EBITDA change, as reported	(9)%			(17)%		
Adjusted EBITDA change, constant currency adjusted	(7)%			(15)%		
Adjusted EBITDA	\$ 54.3	\$ 59.8	\$ (5.5)	\$ 104.4	\$ 126.4	\$ (22.0)
Cash payments for interest	(13.2)	(12.9)	(0.3)	(26.0)	(24.4)	(1.6)
Cash payments for taxes, net of refunds	0.7	(1.3)	2.0	(0.5)	(2.9)	2.4
Cash payments for capital expenditures	(16.5)	(16.2)	(0.3)	(29.2)	(28.5)	(0.7)
Cash payments for agent signing bonuses	(5.3)	(7.8)	2.5	(15.4)	(19.6)	4.2
Adjusted Free Cash Flow	\$ 20.0	\$ 21.6	\$ (1.6)	\$ 33.3	\$ 51.0	\$ (17.7)

(1) Non-cash charge of \$31.3 million from the sale of pension liability in June 2019.

(2) Debt extinguishment costs related to the amended and new debt agreements entered on June 26, 2019.

(3) Six months ended June 30, 2018 includes an accrual of \$10.0 million related to the resolution of the DPA matter.

(4) Costs include, but are not limited to, legal, bank and consultant fees and income includes the \$30.0 million merger termination fee.

(5) Adjusted EBITDA margin is calculated as Adjusted EBITDA divided by total revenue.

TABLE FIVE
MONEYGRAM INTERNATIONAL, INC.
RECONCILIATION OF CERTAIN NON GAAP MEASURES TO RELEVANT GAAP MEASURES
ADJUSTED NET INCOME AND ADJUSTED DILUTED EPS
(Unaudited)

<i>(Amounts in millions, except per share data)</i>	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Net (loss) income	\$ (27.2)	\$ 2.3	\$ (40.7)	\$ 9.4
Total adjustments ⁽¹⁾	45.4	16.4	57.8	16.7
Tax impacts of adjustments ⁽²⁾	(10.5)	(4.5)	(13.3)	(1.9)
Adjusted net income	<u>\$ 7.7</u>	<u>\$ 14.2</u>	<u>\$ 3.8</u>	<u>\$ 24.2</u>
Diluted (loss) income per common share	\$ (0.41)	\$ 0.03	\$ (0.62)	\$ 0.14
Diluted adjustments per common share	0.53	0.18	0.68	0.23
Diluted adjusted income per common share	<u>\$ 0.12</u>	<u>\$ 0.21</u>	<u>\$ 0.06</u>	<u>\$ 0.37</u>
Diluted weighted-average outstanding common shares and equivalents	66.1	66.4	65.5	66.3

(1) See summary of adjustments in Table Four - EBITDA, Adjusted EBITDA, Adjusted EBITDA Margin and Adjusted Free Cash Flow.

(2) Tax rates used to calculate the tax expense impact are based on the nature and jurisdiction of each adjustment.

TABLE SIX
MONEYGRAM INTERNATIONAL, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

<i>(Amounts in millions, except share data)</i>	June 30, 2019	December 31, 2018
ASSETS		
Cash and cash equivalents	\$ 133.5	\$ 145.5
Settlement assets	3,443.1	3,373.8
Property and equipment, net	183.3	193.9
Goodwill	442.2	442.2
Other assets ⁽¹⁾	181.5	140.7
Total assets	\$ 4,383.6	\$ 4,296.1
LIABILITIES		
Payment service obligations	\$ 3,443.1	\$ 3,373.8
Debt, net ⁽²⁾	842.1	901.0
Pension and other postretirement benefits	72.1	76.6
Accounts payable and other liabilities ⁽¹⁾	263.0	213.5
Total liabilities	4,620.3	4,564.9
STOCKHOLDERS' DEFICIT		
Participating convertible preferred stock - series D, \$0.01 par value, 200,000 shares authorized, 71,282 issued at June 30, 2019 and December 31, 2018	183.9	183.9
Common stock, \$0.01 par value, 162,500,000 shares authorized, 64,434,490 and 58,823,567 shares issued at June 30, 2019 and December 31, 2018, respectively	0.6	0.6
Additional paid-in capital	1,093.6	1,046.8
Retained loss	(1,439.4)	(1,403.6)
Accumulated other comprehensive loss	(56.2)	(67.5)
Treasury stock: 2,432,151 and 3,207,118 shares at June 30, 2019 and December 31, 2018, respectively	(19.2)	(29.0)
Total stockholders' deficit	(236.7)	(268.8)
Total liabilities and stockholders' deficit	\$ 4,383.6	\$ 4,296.1

(1) 2019 financial information reflects the adoption of ASC 842 - Leases. Other Assets includes \$46.8 million of right-of-use assets related to the Company's operating leases and Accounts payable and other liabilities includes \$49.7 million of lease liabilities.

(2) On June 26, 2019, MoneyGram entered into an amended first lien credit agreement and a new second lien credit agreement, each with Bank of America, N.A. acting as administrative agent. These agreements extended and/or repaid in full all outstanding indebtedness under the Company's existing credit facility.

TABLE SEVEN
MONEYGRAM INTERNATIONAL, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

<i>(Amounts in millions)</i>	Six Months Ended June 30,	
	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Net (loss) income	\$ (40.7)	\$ 9.4
Adjustments to reconcile net loss to net cash provided by operating activities	78.8	40.5
Net cash provided by operating activities	38.1	49.9
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property and equipment	(29.2)	(28.5)
Net cash used in investing activities	(29.2)	(28.5)
CASH FLOWS FROM FINANCING ACTIVITIES		
Transaction costs for issuance and amendment of debt	(21.3)	—
Principal payments on debt	(28.4)	(4.9)
Net proceeds from issuing equity instruments	29.5	—
Payments to tax authorities for stock-based compensation	(0.7)	(6.1)
Net cash used in financing activities	(20.9)	(11.0)
NET CHANGE IN CASH AND CASH EQUIVALENTS	(12.0)	10.4
CASH AND CASH EQUIVALENTS—Beginning of period	145.5	190.0
CASH AND CASH EQUIVALENTS—End of period	\$ 133.5	\$ 200.4