

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * THOMAS H. LEE ADVISORS, LLC (Last) (First) (Middle) C/O THOMAS H. LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR (Street) BOSTON MA 02110 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol MONEYGRAM INTERNATIONAL INC [MGI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/09/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/09/2019		S ⁽⁴⁾		30,006 ⁽¹⁾⁽⁴⁾⁽⁵⁾	D	\$2.3389 ⁽⁵⁾	0 ⁽⁶⁾	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁶⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person * THOMAS H. LEE ADVISORS, LLC (Last) (First) (Middle) C/O THOMAS H. LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR (Street) BOSTON MA 02110 (City) (State) (Zip)
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1. Name and Address of Reporting Person *

[THL Managers VI, LLC](#)

(Last) (First) (Middle)

[C/O THOMAS H. LEE PARNTERS, L.P.](#)

[100 FEDERAL STREET, 35TH FLOOR](#)

(Street)

[BOSTON](#)

[MA](#)

[02110](#)

(City)

(State)

(Zip)

Explanation of Responses:

1. See Exhibit 99.1 for text of footnote (1).
2. See Exhibit 99.1 for text of footnote (2).
3. See Exhibit 99.1 for text of footnote (3).
4. See Exhibit 99.1 for text of footnote (4).
5. See Exhibit 99.1 for text of footnote (5).
6. See Exhibit 99.1 for text of footnote (6).

Remarks:

Exhibit 99.1 is incorporated herein by reference.

[THOMAS H. LEE](#)
[ADVISORS, LLC By: THL](#)
[Holdco, LLC, its Managing](#)
[Member By: /s/ Charles P.](#) 12/10/2019
[Holden Name: Charles P.](#)
[Holden Title: Managing](#)
[Director](#)

[THL Managers VI, LLC By:](#)
[Thomas H. Lee Partners, L.P.,](#)
[its Managing Member By:](#)
[Thomas H. Lee Advisors, LLC,](#)
[its General Partner By: THL](#) 12/10/2019
[Holdco, LLC, its Managing](#)
[Member By: /s/ Charles P.](#)
[Holden Name: Charles P.](#)
[Holden Title: Managing](#)
[Director](#)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Exhibit 99.1

Name and Address of Reporting Person: Thomas H. Lee Advisors, LLC
c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110

Issuer Name and Ticker or Trading Symbol: MoneyGram International Inc. [MGI]

Date of Earliest Transaction Required to be Reported (Month/Day/Year): December 9, 2019

Footnotes to Form 4

- (1) This report is being filed by the following Reporting Persons: Thomas H. Lee Advisors, LLC (“THL Advisors”) and THL Managers VI, LLC (“Managers”).
- (2) THL Advisors is the general partner of Thomas H. Lee Partners, L.P., which in turn is (a) the general partner of THL Coinvestment Partners, L.P. (“Coinvest”) and THL Operating Partners, L.P. (“Operating”), (b) the managing member of Managers and (c) the sole member of THL Equity Advisors VI, LLC which in turn is the general partner of Thomas H. Lee Equity Fund VI, L.P. (“Equity”), Thomas H. Lee Parallel Fund VI, L.P. (“Parallel”) and Thomas H. Lee Equity Parallel (DT) Fund VI, L.P. (“DT”) and the managing member of THL Equity Fund VI Investors (MoneyGram), LLC (together with Managers, Coinvest, Operating, Equity, Parallel and DT, the “THL Funds”). THL Advisors is the attorney-in-fact of Great West Investors, L.P. and Putnam Investments, LLC, which is the managing member of Putnam Investments Holdings, LLC which in turn is the managing member of Putnam Investments Employees’ Securities Company III, LLC.
- (3) Each of the Reporting Persons disclaims beneficial ownership of the securities listed in this report, and this report shall not be deemed an admission that any Reporting Person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose, except to the extent of such Reporting Person’s pecuniary interest therein.
- (4) Represents all of the shares of common stock of the Issuer directly owned by Managers and sold in the open market.
- (5) The number of securities reported represents an aggregate number of shares of common stock of the Issuer sold in multiple market transactions that ranged in price from \$2.30 to \$2.36 inclusive. Upon request by the SEC staff, the Issuer or any security holder of the Issuer, the Reporting Persons will provide full information regarding the number of shares of common stock of the Issuer sold by Managers at each separate price within the range.
- (6) Following the sale, no shares of common stock of the Issuer are owned by the THL Funds.
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