

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 * <u>THOMAS H. LEE ADVISORS, LLC</u> (Last) (First) (Middle) <u>C/O THOMAS H. LEE PARTNERS, L.P.</u> <u>100 FEDERAL STREET, 35TH FLOOR</u> (Street) <u>BOSTON MA 02110</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MONEYGRAM INTERNATIONAL INC [MGI]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>11/12/2019</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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	11/12/2019		J ⁽⁴⁾		23,707,852 ⁽¹⁾⁽⁴⁾	D	\$0 ⁽⁴⁾	30,006 ⁽⁵⁾⁽⁶⁾	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁵⁾⁽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 * <u>THOMAS H. LEE ADVISORS, LLC</u> (Last) (First) (Middle) <u>C/O THOMAS H. LEE PARTNERS, L.P.</u> <u>100 FEDERAL STREET, 35TH FLOOR</u> (Street) <u>BOSTON MA 02110</u> (City) (State) (Zip)
--

1. Name and Address of Reporting Person *

[Thomas H. Lee Equity Fund VI, L.P.](#)

(Last) (First) (Middle)

C/O THOMAS H. LEE PARTNERS, L.P.
100 FEDERAL STREET, 35TH FLOOR

(Street)

BOSTON MA 02110

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Thomas H. Lee Parallel Fund VI, L.P.](#)

(Last) (First) (Middle)

C/O THOMAS H. LEE PARTNERS, L.P.
100 FEDERAL STREET, 35TH FLOOR

(Street)

BOSTON MA 02110

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Thomas H. Lee Parallel \(DT\) Fund VI, L.P.](#)

(Last) (First) (Middle)

C/O THOMAS H. LEE PARTNERS, L.P.
100 FEDERAL STREET, 35TH FLOOR

(Street)

BOSTON MA 02110

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[THL Equity Fund VI Investors \(MoneyGram\), LLC](#)

(Last) (First) (Middle)

C/O THOMAS H. LEE PARTNERS, L.P.
100 FEDERAL STREET, 35TH FLOOR

(Street)

BOSTON MA 02110

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[THL Coinvestment Partners, L.P.](#)

(Last) (First) (Middle)

C/O THOMAS H. LEE PARTNERS, L.P.
100 FEDERAL STREET, 35TH FLOOR

(Street)

BOSTON MA 02110

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[THL Operating Partners, L.P.](#)

(Last) (First) (Middle)
C/O THOMAS H. LEE PARTNERS, L.P.
100 FEDERAL STREET, 35TH FLOOR

(Street)
BOSTON MA 02110

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[THL Managers VI, LLC](#)

(Last) (First) (Middle)
C/O THOMAS H. LEE PARTNERS, L.P.
100 FEDERAL STREET, 35TH FLOOR

(Street)
BOSTON MA 02110

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Great-West Investors LP](#)

(Last) (First) (Middle)
C/O THOMAS H. LEE PARTNERS, L.P.
100 FEDERAL STREET, 35TH FLOOR

(Street)
BOSTON MA 02110

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Putnam Investments Employees' Securities
Co III LLC](#)

(Last) (First) (Middle)
C/O THOMAS H. LEE PARTNERS, 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 and Exhibit 99.2 (Joint Filer Information) are incorporated herein by reference.

Thomas H. Lee Advisors, LLC

By: THL Holdco, LLC, its

managing member By: /s/

11/14/2019

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): November 12, 2019

Footnotes to Form 4

(1) This report is being filed by the following Reporting Persons: Thomas H. Lee Advisors, LLC (“THL Advisors”), Thomas H. Lee Equity Fund VI, L.P. (“Equity”), Thomas H. Lee Parallel Fund VI, L.P. (“Parallel”), Thomas H. Lee Equity Parallel (DT) Fund VI, L.P. (“DT”), THL Equity Fund VI Investors (MoneyGram), LLC (“Investors”), THL Coinvestment Partners, L.P. (“Coinvest”), THL Managers VI, LLC (“Managers”), THL Operating Partners, L.P. (“Operating” together with Equity, Parallel, DT, Investors, Coinvest, the “THL Funds”), Great-West Investors, L.P. (“Great West”) and Putnam Investments Employees’ Securities Company III, LLC (“Putnam III”).

(2) THL Advisors is the general partner of Thomas H. Lee Partners, L.P. (“THL Partners”), which in turn is (a) the general partner of Coinvest and 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 Equity, Parallel and DT and the managing member of Investors. THL Advisors is the attorney-in-fact of Great West and Putnam Investments, LLC, which is the managing member of Putnam Investments Holdings, LLC which in turn is the managing member of Putnam III. Due to contractual relationships with THL Partners, Great West and Putnam III are required to sell securities pro rata with the THL Funds.

(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 the 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 the THL Funds, Great-West and Putnam III and distributed for no consideration on a pro rata basis as follows: 18,461,622 shares to certain third-party limited partners of the THL Funds; and 5,246,230 shares to certain affiliates of the THL Funds, which shares are subject to a 15-trading day lock-up period.

(5) Following the distributions, no shares of common stock of the Issuer are owned by the THL Funds.

(6) Represents shares of common stock of the Issuer directly held by Managers.

Exhibit 99.2

Joint Filer Information

Name of Joint Filer: Thomas H. Lee Equity Fund VI, L.P.

Address of Joint Filer: c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110

Relationship of Joint Filer to Issuer: 10% Owner

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

Date of Earliest Transaction Required to be Reported (Month/Day/Year): November 12, 2019

Designated Filer: Thomas H. Lee Advisors, LLC

Signature:

THOMAS H. LEE EQUITY FUND VI, L.P.
By: THL Equity Advisors VI, LLC, its General Partner
By: Thomas H. Lee Partners, L.P., its Sole Member
By: Thomas H. Lee Advisors, LLC, its General Partner
By: THL Holdco, LLC, its Managing Member

By: /s/ Charles P. Holden

Name: Charles P. Holden
Title: Managing Director

Dated: November 14, 2019

Exhibit 99.2

Joint Filer Information

(continued)

Name of Joint Filer: Thomas H. Lee Parallel Fund VI, L.P.

Address of Joint Filer: c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110

Relationship of Joint Filer to Issuer: 10% Owner

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

Date of Earliest Transaction Required to be Reported (Month/Day/Year): November 12, 2019

Designated Filer: Thomas H. Lee Advisors, LLC

Signature:

THOMAS H. LEE PARALLEL FUND VI, L.P.
By: THL Equity Advisors VI, LLC, its General Partner
By: Thomas H. Lee Partners, L.P., its Sole Member
By: Thomas H. Lee Advisors, LLC, its General Partner
By: THL Holdco, LLC, its Managing Member

By: /s/ Charles P. Holden

Name: Charles P. Holden
Title: Managing Director

Dated: November 14, 2019

Exhibit 99.2

Joint Filer Information

(continued)

Name of Joint Filer: Thomas H. Lee Parallel (DT) Fund VI, L.P.

Address of Joint Filer: c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110

Relationship of Joint Filer to Issuer: 10% Owner

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

Date of Earliest Transaction Required to be Reported (Month/Day/Year): November 12, 2019

Designated Filer: Thomas H. Lee Advisors, LLC

Signature:

THOMAS H. LEE PARALLEL (DT) FUND VI, L.P.
By: THL Equity Advisors VI, LLC, its General Partner
By: Thomas H. Lee Partners, L.P., its Sole Member
By: Thomas H. Lee Advisors, LLC, its General Partner
By: THL Holdco, LLC, its Managing Member

By: /s/ Charles P. Holden

Name: Charles P. Holden
Title: Managing Director

Dated: November 14, 2019

Exhibit 99.2

Joint Filer Information

(continued)

Name of Joint Filer: THL Equity Fund VI Investors (MoneyGram), LLC

Address of Joint Filer: c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110

Relationship of Joint Filer to Issuer: 10% Owner

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

Date of Earliest Transaction Required to be Reported (Month/Day/Year): November 12, 2019

Designated Filer: Thomas H. Lee Advisors, LLC

Signature:

THL EQUITY FUND VI IVNESTORS (MONEYGRAM), LLC

By: THL Equity Advisors VI, LLC, its manager

By: Thomas H. Lee Partners, L.P., its General Partner

By: Thomas H. Lee Advisors, LLC, its General Partner

By: THL Holdco, LLC, its Managing Member

By: /s/ Charles P. Holden

Name: Charles P. Holden

Title: Managing Director

Dated: November 14, 2019

Exhibit 99.2

Joint Filer Information

(continued)

Name of Joint Filer: THL Coinvestment Partners, L.P.
Address of Joint Filer: c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110
Relationship of Joint Filer to Issuer: 10% Owner
Issuer Name and Ticker or Trading Symbol: MoneyGram International Inc. [MGI]
Date of Earliest Transaction Required to be Reported (Month/Day/Year): November 12, 2019
Designated Filer: Thomas H. Lee Advisors, LLC

Signature:

THL COINVESTMENT PARTNERS, L.P.
By: Thomas H. Lee Partners, L.P., its General Partner
By: Thomas H. Lee Advisors, LLC, its General Partner
By: THL Holdco, LLC, its Managing Member

By: /s/ Charles P. Holden

Name: Charles P. Holden
Title: Managing Director

Dated: November 14, 2019

Exhibit 99.2

Joint Filer Information

(continued)

Name of Joint Filer: THL Operating Partners, L.P.
Address of Joint Filer: c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110
Relationship of Joint Filer to Issuer: 10% Owner
Issuer Name and Ticker or Trading Symbol: MoneyGram International Inc. [MGI]
Date of Earliest Transaction Required to be Reported (Month/Day/Year): November 12, 2019
Designated Filer: Thomas H. Lee Advisors, LLC

Signature:

THL OPERATING PARTNERS, L.P.
By: Thomas H. Lee Partners, L.P., its General Partner
By: Thomas H. Lee Advisors, LLC, its General Partner
By: THL Holdco, LLC, its Managing Member

By: /s/ Charles P. Holden

Name: Charles P. Holden
Title: Managing Director

Dated: November 14, 2019

Exhibit 99.2

Joint Filer Information

(continued)

Name of Joint Filer: THL Mangers VI, LLC

Address of Joint Filer: c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110

Relationship of Joint Filer to Issuer: 10% Owner

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

Date of Earliest Transaction Required to be Reported (Month/Day/Year): November 12, 2019

Designated Filer: Thomas H. Lee Advisors, LLC

Signature:

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 Holdco, LLC, its Managing Member

By: /s/ Charles P. Holden

Name: Charles P. Holden

Title: Managing Director

Dated: November 14, 2019

Exhibit 99.2

Joint Filer Information

Name of Joint Filer: Great-West Investors, LP

Address of Joint Filer: c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110

Relationship of Joint Filer to Issuer: 10% Owner

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

Date of Earliest Transaction Required to be Reported (Month/Day/Year): November 12, 2019

Designated Filer: Thomas H. Lee Advisors, LLC

Signature:

GREAT-WEST INVESTORS, LP
By: Thomas H. Lee Advisors, LLC, its Attorney-in-Fact
By: THL Holdco, LLC, its Managing Member

By: /s/ Charles P. Holden
Name: Charles P. Holden
Title: Managing Director

Dated: November 14, 2019

Exhibit 99.2

Joint Filer Information

(continued)

Name of Joint Filer: Putnam Investments Employees' Securities Company III, LLC

Address of Joint Filer: c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110

Relationship of Joint Filer to Issuer: 10% Owner

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

Date of Earliest Transaction Required to be Reported (Month/Day/Year): November 12, 2019

Designated Filer: Thomas H. Lee Advisors, LLC

Signature:

PUTNAM INVESTMENTS EMPLOYEES' SECURITIES COMPANY III, LLC

By: Putnam Investment Holdings, LLC, its Managing Member

By: Putnam Investments, LLC, its Managing Member

By: Thomas H. Lee Advisors, LLC, its Attorney-in-Fact

By: THL Holdco, LLC, its Managing Member

By: /s/ Charles P. Holden

Name: Charles P. Holden

Title: Managing Director

Dated: November 14, 2019
