

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): November 22, 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 1.01 Entry into a Material Definitive Agreement.

Letter of Credit Draw under Securities Purchase Agreement

As previously disclosed in the Current Report on Form 8-K of MoneyGram International, Inc. (the "Company") filed with the Securities and Exchange Commission on June 17, 2019 (the "Original Form 8-K"), the Company entered into a securities purchase agreement (the "SPA") with Ripple Labs Inc. ("Ripple"), pursuant to which Ripple agreed to purchase and the Company agreed to issue up to \$50 million of common stock, par value \$0.01, of the Company ("Common Stock") and ten-year warrants to purchase Common Stock at \$0.01 per underlying share of Common Stock ("Warrants").

As previously disclosed in the Original Form 8-K, simultaneously with the execution of the SPA, a bank issued a letter of credit (the "Letter of Credit") on behalf of Ripple for the benefit of the Company in a face amount equal to \$20 million to be used to fund additional purchases of shares of Common Stock and Warrants by Ripple. Pursuant to the SPA, on November 22, 2019, the Company closed on the exercise of its right to draw \$20 million on the Letter of Credit (the "Letter of Credit Draw"), and in exchange therefor, issued and sold to Ripple (i) 626,600 shares of Common Stock at a purchase price of \$4.10 per share and (ii) a Warrant to purchase 4,251,449 shares of Common Stock at a per share reference price of \$4.10 per share of Common Stock underlying the Warrant, exercisable at \$0.01 per underlying share of Common Stock.

Neither the Common Stock, the Warrant nor the shares of Common Stock issuable upon exercise of the Warrant issued pursuant to the Letter of Credit Draw have been registered under the Securities Act of 1933, as amended (the "Securities Act"), or any state or foreign securities laws, but were instead issued and will be issued in reliance upon exemptions from the registration requirements of the Securities Act. As a result, neither the Common Stock, the Warrant nor the shares of Common Stock issuable upon exercise of the Warrant may be offered or sold within the United States, or to, or for the account or benefit of, any United States person absent registration under, or an applicable exemption from, the registration requirements of the Securities Act and applicable state securities laws.

Item 3.02 Unregistered Sales of Equity Securities.

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On November 25, 2019, the Company issued a press release announcing Ripple's additional \$20 million investment in the Company. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

This information, including Exhibit 99.1, is being furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to liabilities of that section.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release, dated November 25, 2019, of MoneyGram International, Inc.

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 the Company'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 the Company'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 agreements entered into with the U.S. federal government and the effect of the agreements 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 we 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 the Company's public reports filed with the Securities and Exchange Commission (the "SEC"), including the Company's annual report on Form 10-K for the year ended December 31, 2018 and the Company's quarterly report on Form 10-Q for the quarterly period ended September 30, 2019.

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 the Company's SEC filings. The Company's SEC filings may be obtained by contacting the Company, through the Company'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>. The Company undertakes no obligation to publicly update or revise any forward-looking statement.

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/ Robert L. Villaseñor
Name: Robert L. Villaseñor
Title: General Counsel and Corporate Secretary (Interim)

Date: November 25, 2019

Ripple Makes Investment in MoneyGram Equity to Complete Original Investment Commitment, Expansion of On-Demand Liquidity Accelerated

DALLAS (November 25, 2019) -- MoneyGram (NASDAQ: MGI), a global provider of innovative money transfer services, today announced that Ripple, a provider of leading enterprise blockchain solutions for global payments, has made the final \$20 million investment in MoneyGram equity pursuant to Ripple's original \$50 million equity investment commitment made earlier this year. Ripple purchased the newly-issued equity from MoneyGram at \$4.10 per share, which represents a significant premium to MoneyGram's current market price. This funding will support MoneyGram's operations as the company continues to increase volume and use of On-Demand Liquidity, Ripple's product that leverages the digital asset XRP to send money globally, instantly and reliably for fractions of a penny.

"Our partnership with Ripple is transformative for both the traditional money transfer and digital asset industry - for the first time ever, we're settling currencies in seconds. This initial success encourages us to expedite expanding our use of On-Demand Liquidity," said Alex Holmes, MoneyGram Chairman and CEO. "Partnerships with companies like Ripple support innovation and allow us to invest in creating better customer experiences. I anticipate furthering our growth into new corridors and exploring new products and services."

MoneyGram is currently moving approximately 10 percent of its Mexican Peso foreign exchange trading volume through On-Demand Liquidity and has already started transacting in four additional cross-border corridors, including Europe, Australia and the Philippines since the partnership with Ripple was announced in June 2019.

"Last month, we announced that MoneyGram began using On-Demand Liquidity for payments to the Philippines, and we're excited to support MoneyGram's further expansion into Europe and Australia. Digital assets and blockchain technology have the potential to make a tremendous impact on cross-border payments - MoneyGram and Ripple is an example of that," said Brad Garlinghouse, Ripple's CEO. "In June, we announced this partnership, and it's encouraging to see the rapid growth and benefits come to life."

Earlier this year, Ripple made an initial investment of \$30 million in MoneyGram equity at the same time that it signed the commercial agreement with MoneyGram for cross-border settlement using digital assets. After this most recent \$20 million investment, Ripple will own 9.95 percent of the outstanding common stock of MoneyGram, and approximately 15 percent on a fully-diluted basis including non-voting warrants held by Ripple.

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About MoneyGram International, Inc.

MoneyGram is a global leader in omnichannel money transfer and payment services that enables friends and family to affordably, reliably and conveniently 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.

For more information, please visit moneygram.com.

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