

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 * <u>Ripple Labs Inc.</u>  (Last) (First) (Middle) 315 MONTGOMERY ST. FLOOR 2  (Street) SAN FRANCISCO CA 94104  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MONEYGRAM INTERNATIONAL INC [ MGI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See remarks.
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/22/2019</u>	
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, \$0.01 par value	11/22/2019		P		626,600	A	\$4.1	6,237,523	D		

**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						Title
Warrant	\$4.1	11/22/2019		P		4,251,449		(I)	11/22/2029	Common Stock, \$0.01 par value	4,251,449	\$0.00	4,251,449	D	

**Explanation of Responses:**

1. While the Warrants are generally immediately exercisable, no Warrant may be exercised unless (i) all regulatory approvals required for the Reporting Person to acquire more than 9.95% of the Issuer's voting securities and appoint a person as a director to the Issuer's board of directors have been obtained or (ii) after giving effect to the exercise, the Reporting Person (together with its affiliates) would not own more than 9.95% of the Issuer's voting securities.

**Remarks:**

This Form 4 is filed by Ripple Labs Inc. (the "Reporting Person"). The Reporting Person has filed this Form 4 because it may be considered a member of a "group" (within the meaning of Section 13(d)(3) of the Exchange Act) that beneficially owns more than ten percent of the Issuer's common stock, \$0.01 par value ("Shares"), on the basis of the Reporting Person's agreement (further described in the Schedule 13D filed by the Reporting Person on June 27, 2019) with Thomas H. Lee Advisors, LLC, THL Holdco, LLC, Thomas H. Lee Partners, L.P., THL Managers VI, LLC, Thomas H. Lee Equity Fund VI, L.P., Thomas H. Lee Parallel Fund VI, L.P., Thomas H. Lee Parallel (DT) Fund VI, L.P., THL Equity Fund VI Investors (MoneyGram), LLC, THL Coinvestment Partners, L.P., THL Operating Partners, L.P., Great-West Investors L.P., Putnam Investments Holdings, LLC and Putnam Investments Employees' Securities Company III LLC (collectively, "THL"). The Reporting Person hereby disclaims membership in any "group" and hereby disclaims beneficial ownership of any equity securities beneficially owned by THL or any of their affiliates.

/s/ Sameer Dhond, Deputy General Counsel, Ripple Labs Inc. 11/26/2019

\*\* 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.