

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>GOLDMAN SACHS GROUP INC</u>  (Last) (First) (Middle) <u>200 WEST STREET</u>  (Street) <u>NEW YORK NY 10282</u>  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/05/2020</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount				
Common Stock, par value \$0.01							38,202	I	See footnotes <sup>(1)(4)</sup>

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
Series D Part. Conv. Pref. Stk., par value \$0.01	(2)	08/05/2020		S		2,568 <sup>(3)</sup>		(2)	(2)	Common Stock	321,000	\$3.59 <sup>(3)(5)</sup>	59,793.8987 <sup>(4)</sup>	I	See footnotes. (1)(4)
Series D Part. Conv. Pref. Stk., par value \$0.01	(2)	08/06/2020		S		1,352 <sup>(3)</sup>		(2)	(2)	Common Stock	169,000	\$3.49 <sup>(3)(6)</sup>	58,441.8981 <sup>(4)</sup>	I	See footnotes. (1)(4)
Series D Part. Conv. Pref. Stk., par value \$0.01	(2)	08/07/2020		S		1,520 <sup>(3)</sup>		(2)	(2)	Common Stock	190,000	\$3.44 <sup>(3)(7)</sup>	56,921.8974 <sup>(4)</sup>	I	See footnotes. (1)(4)

1. Name and Address of Reporting Person\*  
GOLDMAN SACHS GROUP INC  
 (Last) (First) (Middle)  
200 WEST STREET  
 (Street)  
NEW YORK NY 10282  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
GOLDMAN SACHS & CO. LLC  
 (Last) (First) (Middle)  
200 WEST STREET  
 (Street)  
NEW YORK NY 10282  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
GSCP VI Advisors, L.L.C.

(Last) (First) (Middle)  
[200 WEST STREET](#)

(Street)  
[NEW YORK NY 10282](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[GS Advisors VI, L.L.C.](#)

(Last) (First) (Middle)  
[200 WEST STREET](#)

(Street)  
[NEW YORK NY 10282](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[GS Capital Partners VI Fund, L.P.](#)

(Last) (First) (Middle)  
[200 WEST STREET](#)

(Street)  
[NEW YORK NY 10282](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[GSCP VI Offshore Advisors, L.L.C.](#)

(Last) (First) (Middle)  
[200 WEST STREET](#)

(Street)  
[NEW YORK NY 10282](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[GS Capital Partners VI Offshore Fund, L.P.](#)

(Last) (First) (Middle)  
[200 WEST STREET](#)

(Street)  
[NEW YORK NY 10282](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[GOLDMAN, SACHS MANAGEMENT GP  
GMBH](#)

(Last) (First) (Middle)  
[200 WEST STREET](#)

(Street)  
[NEW YORK NY 10282](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[GS Capital Partners VI Parallel LP](#)

(Last) (First) (Middle)  
[200 WEST STREET](#)

(Street)  
[NEW YORK NY 10282](#)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">GS Capital Partners VI GmbH &amp; Co KG</a>		
(Last)	(First)	(Middle)
200 WEST STREET		
(Street)		
NEW YORK	NY	10282
(City)	(State)	(Zip)

**Explanation of Responses:**

1. See Exhibit 99 for text of footnote 1.
2. See Exhibit 99 for text of footnote 2.
3. See Exhibit 99 for text of footnote 3.
4. See Exhibit 99 for text of footnote 4.
5. See Exhibit 99 for text of footnote 5.
6. See Exhibit 99 for text of footnote 6.
7. See Exhibit 99 for text of footnote 7.

**Remarks:**

<a href="#"><u>/s/ Nathan R. Burby, Attorney-in-fact</u></a>	<a href="#"><u>08/07/2020</u></a>
<a href="#"><u>/s/ Nathan R. Burby, Attorney-in-fact</u></a>	<a href="#"><u>08/07/2020</u></a>
<a href="#"><u>/s/ Nathan R. Burby, Attorney-in-fact</u></a>	<a href="#"><u>08/07/2020</u></a>
<a href="#"><u>/s/ Nathan R. Burby, Attorney-in-fact</u></a>	<a href="#"><u>08/07/2020</u></a>
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<a href="#"><u>/s/ Nathan R. Burby, Attorney-in-fact</u></a>	<a href="#"><u>08/07/2020</u></a>

\*\* 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.**

FOOTNOTES

1. This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman Sachs & Co. LLC ("Goldman Sachs"), GSCP VI Advisors, L.L.C. ("GSCP Advisors"), GS Capital Partners VI Fund, L.P. ("GS Capital"), GS Advisors VI, L.L.C. ("GS Advisors"), GSCP VI Offshore Advisors, L.L.C. ("GSCP Offshore Advisors"), GS Capital Partners VI Offshore Fund, L.P. ("GS Offshore"), Goldman, Sachs Management GP GmbH ("GS GmbH"), GS Capital Partners VI Parallel, L.P. ("GS Parallel"), GS Capital Partners VI GmbH & Co. KG ("GS Germany"), GSMP V Onshore US, Ltd. ("GSMP Onshore"), GS Mezzanine Partners V Onshore Fund, L.P. ("GS Mezzanine Onshore"), GS Mezzanine Partners V Onshore Fund, L.L.C. ("GS Mezzanine Onshore GP"), GSMP V Institutional US, Ltd. ("GSMP Institutional"), GS Mezzanine Partners V Institutional Fund, L.P. ("GS Mezzanine Institutional"), GS Mezzanine Partners V Institutional Fund, L.L.C. ("GS Mezzanine Institutional GP"), GSMP V Offshore US, Ltd. ("GSMP Offshore"), GS Mezzanine Partners V Offshore Fund, L.P. ("GS Mezzanine Offshore"), GS Mezzanine Partners V Offshore Fund, L.L.C. ("GS Mezzanine Offshore GP"), Broad Street Principal Investments L.L.C. ("BSPI" and, together with the foregoing entities, the "Reporting Persons").

GS Capital, GS Offshore, GS Parallel, GS Germany, GSMP Onshore, GSMP Institutional, and GSMP Offshore are referred to herein as the "GS Investors". Goldman Sachs is a wholly-owned subsidiary of GS Group. Goldman Sachs also serves as the manager and the investment manager of certain of the Reporting Persons other than GS Group. Neither the present filing nor anything contained herein shall be construed as an admission that any Reporting Person constitutes a "person" for any purpose other than for compliance with Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

2. In accordance with the Amended and Restated Certificate of Designations, Preferences and Rights of the Series D Participating Convertible Preferred Stock (the "Series D Preferred Stock"), the Series D Preferred Stock is convertible into shares of common stock ("Common Stock") of MoneyGram International, Inc. (the "Company") by a holder (other than the Reporting Persons and their affiliates) who receives such shares by means of (i) a widespread public distribution, (ii) a transfer to an underwriter for the purpose of conducting a widespread public distribution, (iii) a transfer in which no

transferee (or group of associated transferees) would receive 2% or more of any class of voting securities of the Company, or (iv) a transfer to a transferee that would control more than 50% of the voting securities of the Company without any transfer from such transferor or its affiliates, as applicable (each of (i) - (iv), a "Widely Dispersed Offering"). The number of shares of Common Stock to be issued upon conversion shall be determined by multiplying each share of Series D Preferred Stock by 125. The Series D Preferred Stock is non-voting while held by the GS Investors or their affiliates, and while held by any holder who receives such shares by means other than a Widely Dispersed Offering.

3. Sold pursuant to Rule 144 of the Securities Act of 1933, as amended.

4. As of August 7, 2020, GS Group may be deemed to beneficially own an aggregate of 7,153,436 shares of Common Stock, consisting of (i) 56,921.8974 shares of Series D Preferred Stock acquired by the GS Investors on the Recapitalization Closing Date and currently held by the GS Investors and BSPI, which are convertible by a holder other than the Reporting Persons or their affiliates, that receives such shares in a Widely Dispersed Offering into 7,115,234 shares of Common Stock and (ii) 38,202 shares of Common Stock acquired by Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group in ordinary course trading activities, representing in the aggregate approximately 9.9% of the outstanding Common Stock.

As of August 7, 2020, Goldman Sachs may be deemed to beneficially own an aggregate of 6,459,794 shares of Common Stock, consisting of (i) 51,372.7521 shares of Series D Preferred Stock acquired by the GS Investors on the Recapitalization Closing Date, which are convertible by a holder other than the Reporting Persons or their affiliates, that receives such shares in a Widely Dispersed Offering into 6,421,592 shares of Common Stock and (ii) 38,202 shares of Common Stock acquired by Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group in ordinary course trading activities, representing in the aggregate approximately 8.9% of the outstanding Common Stock.

As of August 7, 2020, GSCP Advisors and GS Capital may each be deemed to beneficially own an aggregate of 2,583,929 shares of Common Stock, consisting of 20,671.4351 shares of Series D Preferred Stock acquired by the GS Investors on the Recapitalization Closing Date, which are convertible by a holder, other than the Reporting Persons or their affiliates, that receives such shares in a Widely Dispersed Offering into 2,583,929 shares of Common Stock, representing in the aggregate approximately 3.6% of the outstanding Common Stock.

As of August 7, 2020, GSCP Offshore Advisors and GS Offshore may each be deemed to beneficially own an aggregate of 2,149,223 shares of Common Stock, consisting of 17,193.7842 shares of Series D Preferred Stock acquired by the GS Investors on the Recapitalization Closing Date, which are convertible by a holder, other than the Reporting Persons or their affiliates, that receives such shares in a Widely Dispersed Offering into 2,149,223 shares of Common Stock, representing in the aggregate approximately 3.0% of the outstanding Common Stock.

As of August 7, 2020, GS Advisors may be deemed to beneficially own an aggregate of 802,369 shares of Common Stock, consisting of 6,418.9567 shares of Series D Preferred Stock acquired by the

GS Investors on the Recapitalization Closing Date, which are convertible by a holder, other than the Reporting Persons or their affiliates, that receives such shares in a Widely Dispersed Offering into 802,369 shares of Common Stock, representing in the aggregate approximately 1.1% of the outstanding Common Stock.

As of August 7, 2020, GS Parallel may be deemed to beneficially own an aggregate of 710,536 shares of Common Stock, consisting of 5,684.2909 shares of Series D Preferred Stock acquired by the GS Investors on the Recapitalization Closing Date, which are convertible by a holder, other than the Reporting Persons or their affiliates, that receives such shares in a Widely Dispersed Offering into 710,536 shares of Common Stock, representing in the aggregate approximately 1.0% of the outstanding Common Stock.

As of August 7, 2020, GS GmbH and GS Germany may each be deemed to beneficially own an aggregate of 91,833 shares of Common Stock, consisting of 734.6658 shares of Series D Preferred Stock acquired by the GS Investors on the Recapitalization Closing Date, which are convertible by a holder, other than the Reporting Persons or their affiliates, that receives such shares in a Widely Dispersed Offering into 91,833 shares of Common Stock, representing in the aggregate approximately 0.1% of the outstanding Common Stock.

As of August 7, 2020, GS Mezzanine Onshore GP, GS Mezzanine Onshore and GSMP Onshore may each be deemed to beneficially own an aggregate of 338,375 shares of Common Stock, consisting of 2,707.0027 shares of Series D Preferred Stock acquired by the GS Investors on the Recapitalization Closing Date, which are convertible by a holder other than the Reporting Persons or their affiliates, that receives such shares in a Widely Dispersed Offering into 338,375 shares of Common Stock, representing in the aggregate approximately 0.5% of the outstanding Common Stock.

As of August 7, 2020, GS Mezzanine Institutional GP, GS Mezzanine Institutional and GSMP Institutional may each be deemed to beneficially own an aggregate of 35,703 shares of Common Stock, consisting of 285.6264 shares of Series D Preferred Stock acquired by the GS Investors on the Recapitalization Closing Date, which are convertible by a holder, other than the Reporting Persons or their affiliates, that receives such shares in a Widely Dispersed Offering into 35,703 shares of Common Stock, representing in the aggregate approximately 0.05% of the outstanding Common Stock.

As of August 7, 2020, GS Mezzanine Offshore GP, GS Mezzanine Offshore and GSMP Offshore may each be deemed to beneficially own an aggregate of 511,993 shares of Common Stock, consisting of 4,095.9470 shares of Series D Preferred Stock acquired by the GS Investors on the Recapitalization Closing Date, which are convertible by a holder, other than the Reporting Persons or their affiliates, that receives such shares in a Widely Dispersed Offering into 511,993 shares of Common Stock, representing in the aggregate approximately 0.7% of the outstanding Common Stock.

As of August 7, 2020, BSPI may be deemed to beneficially own an aggregate of 497,810 shares of Common Stock, consisting of 3,982.4850 shares of Series D Preferred Stock acquired by the GS Investors on the Recapitalization Closing Date and currently held by BSPI, which are convertible by a holder, other than the Reporting Persons or their affiliates, that receives such shares in a Widely Dispersed Offering into 497,810 shares of Common Stock, representing in the aggregate approximately 0.7% of the outstanding Common Stock.

The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein.



5. Reflects a weighted average sale price of \$3.59 per share, at prices ranging from \$3.47 to \$3.71 per share.

6. Reflects a weighted average sale price of \$3.49 per share, at prices ranging from \$3.43 to \$3.56 per share.

7. Reflects a weighted average sale price of \$3.44 per share, at prices ranging from \$3.33 to \$3.51 per share.