

## 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>GSMV V ONSHORE US, LTD.</u>			2. Issuer Name and Ticker or Trading Symbol <u>MONEYGRAM INTERNATIONAL INC</u> [ 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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/10/2020			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		
200 WEST STREET			4. If Amendment, Date of Original Filed (Month/Day/Year) 08/07/2020					
(Street)								
NEW YORK	NY	10282						
(City)	(State)	(Zip)						

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, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	06/10/2020		P		10	A	\$3.76	69,203	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	06/10/2020		S		10	D	\$3.76	69,193	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	06/12/2020		P		48,000	A	\$3.22	86,202	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	06/12/2020		S		48,000	D	\$3.22	38,202	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	06/23/2020		P		8,100	A	\$3.52	46,302	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	06/23/2020		P		8,100	A	\$3.39	54,402	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	06/23/2020		S		8,100	D	\$3.52	46,302	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	06/23/2020		S		8,100	D	\$3.39	38,202	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	06/30/2020		P		522	A	\$3.23	38,724	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	06/30/2020		S		522	D	\$3.23	38,202	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	07/14/2020		P		5,772	A	\$3.11	43,974	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	07/14/2020		S		5,772	D	\$3.11	38,202	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	07/20/2020		S		363	D	\$3.06	37,839	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	07/20/2020		P		1,029	A	\$3.06	38,868	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	07/20/2020		S		666	D	\$3.06	38,202	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	07/21/2020		P		1,955	A	\$3.09	40,157	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	07/21/2020		S		802	D	\$3.1	39,355	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	07/21/2020		S		1,153	D	\$3.09	38,202	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	07/24/2020		P		82	A	\$2.99	38,284	I	See Footnote <sup>(5)</sup>

**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, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	07/24/2020		P		165	A	\$2.99	38,449	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	07/24/2020		P		50	A	\$2.99	38,499	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	07/24/2020		P		364	A	\$2.99	38,863	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	07/24/2020		P		139	A	\$2.99	39,002	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	07/24/2020		S		850	D	\$2.99	38,152	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)</sup>	07/24/2020		P		50	A	\$2.99	38,202	I	See Footnote <sup>(5)</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)					

1. Name and Address of Reporting Person\*

[GSMP V ONSHORE US, LTD.](#)

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Broad Street Principal Investments, 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 MEZZANINE PARTNERS V OFFSHORE FUND, 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 MEZZANINE PARTNERS V OFFSHORE FUND, L.P.](#)

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[200 WEST STREET](#)

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

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[GSMP V OFFSHORE US, LTD.](#)

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[200 WEST STREET](#)

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

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[GS MEZZANINE PARTNERS V  
INSTITUTIONAL FUND, L.L.C.](#)

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

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[NEW YORK NY 10282](#)

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1. Name and Address of Reporting Person\*

[GS MEZZANINE PARTNERS V  
INSTITUTIONAL FUND, L.P.](#)

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[200 WEST STREET](#)

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[NEW YORK NY 10282](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[GSMP V INSTITUTIONAL US, LTD.](#)

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[200 WEST STREET](#)

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

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[GS MEZZANINE PARTNERS V ONSHORE  
FUND, L.L.C.](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[GS MEZZANINE PARTNERS V ONSHORE  
FUND, L.P.](#)

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200 WEST STREET		
_____		
(Street)		
NEW YORK	NY	10282
_____		
(City)	(State)	(Zip)

**Explanation of Responses:**

- Without conceding riskless principal trades in connection with client trade facilitation in the ordinary course of business can result in liability under Section 16(b), the amount of profit potentially recoverable by the Issuer from the reported transactions has been remitted to the Issuer.
- These trades in the Issuer's common stock (the "Common Stock") were previously reported on Schedule 13D, but have not previously been reported on Form 4. All transactions reported in this Form 4 were effected by Goldman Sachs & Co. LLC ("Goldman Sachs") acting as agent on behalf of Goldman Sachs International and Goldman Sachs Bank Europe, each of which entered into riskless principal trades in connection with client trade facilitation in the ordinary course of their business.
- This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman Sachs, GSCP VI Advisors, L.L.C., GS Capital Partners VI Fund, L.P., GS Advisors VI, L.L.C., GSCP VI Offshore Advisors, L.L.C., GS Capital Partners VI Offshore Fund, L.P., Goldman, Sachs Management GP GmbH, GS Capital Partners VI Parallel, L.P., GS Capital Partners VI GmbH & Co. KG, GSMP V Onshore US, Ltd., GS Mezzanine Partners V Onshore Fund, L.P., GS Mezzanine Partners V Onshore Fund, L.L.C., GSMP V Institutional US, Ltd., GS Mezzanine Partners V Institutional Fund, L.P., GS Mezzanine Partners V Institutional Fund, L.L.C., GSMP V Offshore US, Ltd., GS Mezzanine Partners V Offshore Fund, L.P., GS Mezzanine Partners V Offshore Fund, L.L.C., Broad Street Principal Investments, L.L.C. (together with the foregoing entities, the "Reporting Persons").
- 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. Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.
- Represents shares of Common Stock acquired by Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group in ordinary course trading activities. The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein.

**Remarks:**

/s/ Nathan R. Burby, Attorney- 10/29/2020  
in-fact  
/s/ Nathan R. Burby, Attorney- 10/29/2020  
in-fact  
/s/ Nathan R. Burby, Attorney- 10/29/2020  
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/s/ Nathan R. Burby, Attorney- 10/29/2020  
in-fact  
/s/ Nathan R. Burby, Attorney- 10/29/2020  
in-fact  
/s/ Nathan R. Burby, Attorney- 10/29/2020  
in-fact

\*\* 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.