
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): May 23, 2022

MoneyGram International, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-31950
(Commission File Number)

16-1690064
(IRS Employer Identification No.)

2828 N. Harwood Street, 15th Floor, Dallas, Texas 75201
(Address of principal executive offices)

(214) 999-7552
(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- 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	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	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 5.07. Submission of Matters to a Vote of Securities Holders

On May 23, 2022, MoneyGram International, Inc. (the “Company”) held a virtual-only special meeting of stockholders (the “Special Meeting”) related to that certain Agreement and Plan of Merger (the “Merger Agreement”), dated as of February 14, 2022, by and among Company, Mobius Parent Corp., a Delaware corporation, and Mobius Merger Sub, Inc., a Delaware corporation, pursuant to which the Company will be acquired by an affiliate of Madison Dearborn Partners, LLC, a Delaware limited liability company (“MDP”), through a merger of a wholly owned subsidiary of MDP into the Company (the “Merger”). The following matters were voted on by the Company’s stockholders:

As of April 20, 2022, the record date for the Special Meeting, there were 96,278,259 shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), outstanding, each of which was entitled to one vote for each proposal at the Special Meeting. At the Special Meeting, a total of 56,750,735 shares of Common Stock, representing approximately 58.94% of the outstanding shares entitled to vote, were present by virtual attendance or by proxy, constituting a quorum to conduct business.

Each of the proposals upon which the Company’s stockholders voted at the Special Meeting were approved, and the final, certified results reported by the Company’s independent inspector of election are set forth below. For more information on each of these proposals, see the Company’s definitive proxy statement filed with the U.S. Securities and Exchange Commission on April 21, 2022.

1. Proposal to approve and adopt the Merger Agreement:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
56,399,665	234,039	117,031	0

2. Proposal to approve, on an advisory, non-binding basis, compensation that will or may become payable to the Company’s named executive officers in connection with the Merger:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
33,967,199	21,287,848	1,495,688	0

3. Proposal to adjourn the Special Meeting to a later date or dates, if necessary or appropriate, to allow time to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement at the time of Special Meeting (the “Adjournment Proposal”).

Because a quorum was established and represented at the meeting and the stockholders approved the proposal to adopt the Merger Agreement, the Adjournment Proposal was rendered moot and was not presented.

Item 8.01. Other Events

On May 23, 2022, the Company issued a press release regarding stockholder approval of the Merger Agreement and certain related matters. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release, dated May 23, 2022

SIGNATURE

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.

Date: May 25, 2022

By:

/s/ ROBERT L. VILLASEÑOR

Robert L. Villaseñor

General Counsel, Corporate Secretary and Chief Administrative Officer

MoneyGram Stockholders Overwhelmingly Approve Merger Transaction with Madison Dearborn Partners

Provides Update on Progress to Close Transaction

DALLAS, May 23, 2022 -- MoneyGram International, Inc. (NASDAQ: MGI) (the "Company"), a global leader in the evolution of digital P2P payments, today announced that stockholders overwhelmingly approved the transaction with affiliates of funds managed by Madison Dearborn Partners, LLC (collectively, "MDP"). Based on the preliminary voting results from the Special Meeting of Stockholders held today, over 99% of votes cast were in favor of the transaction. The companies remain on track to close the transaction in the fourth quarter 2022, subject to receipt of remaining regulatory approvals, including required approvals in various jurisdictions related to money transmitter licenses.

"I want to thank our stockholders for their overwhelming support for our transaction with MDP," said Alex Holmes, MoneyGram Chairman and CEO. "With the approval of MoneyGram stockholders and the other key milestones achieved to date, we believe we are on track to complete the transaction in the fourth quarter. We look forward to joining forces with MDP and capitalizing on the significant opportunities we see ahead for the MoneyGram team, our partners and our customers around the world."

In addition to MoneyGram stockholders' approval of the transaction, MoneyGram and MDP have achieved a number of other milestones necessary to complete the transaction, including:

- The waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 has expired in connection with the previously filed premerger notification form submitted by MoneyGram and MDP.
- The companies have submitted all applicable foreign antitrust filings except for one jurisdiction which is close to being finalized and all applicable Foreign Direct Investment filings have been made.
- To date, 12 state money transmitter regulators have provided their approval or non-objection of the transaction. The required international money transmitter regulators have all been notified of the transaction and any related supplemental filings are in process and will be filed in due course.

The final voting results will be reported in a Current Report on Form 8-K to be filed with the Securities and Exchange Commission after certification by MoneyGram's inspector of elections.

About MoneyGram International, Inc.

MoneyGram International, Inc. (NASDAQ: MGI), a global leader in the evolution of digital P2P payments, delivers innovative financial solutions to connect the world's communities. With a purpose-driven strategy to mobilize the movement of money, a strong culture of fintech innovation, and leading customer-centric capabilities, MoneyGram has grown to serve over 150 million people in the last five years. The Company leverages its modern, mobile, and API-driven platform and collaborates with the world's top brands to serve consumers through its direct-to-consumer digital channel, global retail network, and embedded finance business for enterprise customers. MoneyGram is also a leader in pioneering cross-border payment innovation and blockchain-enabled settlement. For more information, please visit ir.moneygram.com, follow @MoneyGram on social media, and explore the website and mobile app through moneygram.com.

Forward Looking Statements

The information included herein 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 and speak only as of the date they are made. Words such as "may," "might," "will," "could," "should," "would," "expect," "plan," "project," "intend," "anticipate," "believe," "estimate," "predict," "potential," "pursuant," "target," "forecast," "outlook," "continue," "currently," 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 expected timetable for completing the proposed transaction with MDP, benefits of the proposed transaction, financing of the proposed transaction, costs and other anticipated financial impacts of the proposed

transaction. Forward-looking statements are subject to numerous risks and uncertainties that are difficult to predict and 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: the timing to consummate the proposed transaction; the satisfaction of the conditions to closing of the proposed transaction or the debt financing may not be satisfied or that the closing of the proposed transaction otherwise does not occur; the risk that a regulatory approval that may be required to consummate the proposed transaction is not obtained or is obtained subject to conditions that are not anticipated or conditions that MDP is not obligated to accept; the diversion of management time on transaction-related issues; expectations regarding regulatory approval of the transaction; actions by third parties, including governmental agencies; global economic conditions; adverse industry conditions; adverse credit and equity market conditions; the loss of, or reduction in business with, key customers; legal proceedings; the ability to effectively identify and enter new markets; governmental regulation; the ability to retain management and other personnel; and other economic, business, or competitive factors.

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 filings with the SEC. 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 at www.sec.gov. The Company undertakes no obligation to publicly update or revise any forward-looking statement.

Contacts

Investor Relations:
214-979-1400
InvestorRelations@moneygram.com

Media Relations:
Stephen Reiff
media@moneygram.com