

MONEYGRAM INTERNATIONAL INC

Reported by
CHATFIELD JOANN

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 05/17/17 for the Period Ending 05/16/17

Address	2828 N. HARWOOD STREET, 15TH FLOOR DALLAS, TX 75201
Telephone	2149997640
CIK	0001273931
Symbol	MGI
SIC Code	7389 - Business Services, Not Elsewhere Classified
Industry	Business Support Services
Sector	Industrials
Fiscal Year	12/31

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
Chatfield Joann			5/16/2017		MONEYGRAM INTERNATIONAL INC [MGI]		
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
2828 NORTH HARWOOD STREET, 15TH FLOOR			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Marketing Officer /				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
DALLAS, TX 75201					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)							

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	9202	D	
Common Stock	3202 (1)	D	
Common Stock	7043 (2)	D	
Common Stock	5307 (3)	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy) (4)	(4)	11/17/2021	Common Stock	640	\$17.03	D	
Stock Option (right to buy) (5)	(5)	2/26/2023	Common Stock	4025	\$16.48	D	
Stock Option (right to buy) (6)	(6)	2/24/2024	Common Stock	2867	\$20.08	D	

Explanation of Responses:

- Represents the number of shares of common stock issuable upon vesting of the remaining 1,603 time-based RSUs and 1,599 performance-based RSUs that were granted on February 25, 2015. The remaining time-based RSUs vest on the third anniversary of the grant date. The remaining performance-based RSUs vest on the third anniversary of the grant date as a result of the issuer achieving certain performance goals for the year ended Dec. 31, 2015.
- Represents the number of shares of common stock issuable upon vesting of the remaining 5,909 time-based RSUs and 1,134 performance-based RSUs that were granted on February 23, 2016. The remaining time-based RSUs vest in equal installments on the second and third anniversary of the grant date. The remaining performance-based RSUs also vest in equal installments on the second and third anniversary of the grant date as a result of the issuer achieving certain performance goals for the year ended December 31, 2016.
- Represents the number of shares of common stock issuable upon vesting of 3,538 time-based RSUs and the target number of shares of common stock eligible

to be issued upon vesting of 1,769 performance-based RSUs that were granted on February 22, 2017. The time-based RSUs vest in 3 equal installments on each anniversary of the grant date. The performance-based RSUs vest in three equal installments on each anniversary of the grant date if the issuer achieves certain performance goals for the year ended December 31, 2017, subject to potential adjustments to take into account certain impacts of a proposed merger.

- (4) Fully vested, non-qualified stock option granted pursuant to the MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended, pursuant to a Stock Option Agreement dated November 17, 2011.
- (5) Fully vested, non-qualified stock option granted pursuant to the MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended, pursuant to a Stock Option Agreement dated February 26, 2013.
- (6) Fully vested, non-qualified stock option granted pursuant to the MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended, pursuant to a Stock Option Agreement dated February 24, 2014.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chatfield Joann 2828 NORTH HARWOOD STREET 15TH FLOOR DALLAS, TX 75201			Chief Marketing Officer	

Signatures

/s/ Paul N. Beck, attorney-in-fact

5/17/2017

**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 5(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 control number.

POWER OF ATTORNEY

I, Joann Chatfield, do hereby appoint Francis Aaron Henry and Paul N. Beck, as my true and lawful attorneys-in-fact (each an "Attorney-in-Fact" and, collectively, the "Attorneys-in-Fact"), each, individually or jointly, with full power of substitution and resubstitution, to have full power and authority to act in my name, place and stead and on my behalf to:

- 1) execute and deliver for and on behalf of me, in my capacity as one or more of an officer, director, or significant stockholder of MoneyGram International, Inc. or any of its subsidiaries (collectively, the "Company"), reports, schedules, or other filings with respect to the reporting of ownership of or transactions in securities of the Company required to be made under the Securities Exchange Act of 1934, as amended (the "Exchange Act") or the Securities Act of 1933, as amended (the "Securities Act"), and the rules thereunder, including without limitation, Schedules 13D and 13G, Forms 3, 4 and 5 and Form 144 and any amendments, corrections, supplements or other changes thereto;
- 2) do and perform any and all acts for and on behalf of me that such Attorney-in-Fact (in his or her sole discretion) determines may be necessary or desirable to complete and execute any such reports, schedules or other filings and timely file same with the U.S. Securities and Exchange Commission and any stock exchange or other authority; and
- 3) take any other action of any type whatsoever in connection with the foregoing which, in the sole opinion of such Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by me, it being understood that the documents executed by such Attorney-in-Fact on behalf of me pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such Attorney-in-Fact may approve in his or her sole discretion.

I hereby ratify and confirm all that the Attorneys-in-Fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. I acknowledge that the Attorneys-in-Fact, in serving in such capacity at my request, are not assuming, nor is the Company assuming, (i) any of my responsibilities to comply with the requirements of the Exchange Act or the Securities Act or any liability for my failure to comply with such requirements, or (ii) any obligation or liability I incur for profit disgorgement under Section 16(b) of the Exchange Act. I further acknowledge that this Power of Attorney does not relieve me from responsibility for compliance with my obligations under the Exchange Act or the Securities Act.

This Power of Attorney shall remain in full force and effect until I am no longer subject to Sections 13 and 16 of the Exchange Act and Rule 144 of the Securities Act with respect to my holdings of and transactions in securities issued by the Company, unless earlier revoked by me in a signed writing delivered to the Attorneys-in-Fact.

IN WITNESS WHEREOF, I have executed this Power of Attorney as of May 10, 2017.

Signature: /s/ Joann Chatfield

Name: Joann Chatfield