

MONEYGRAM INTERNATIONAL INC

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6e(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

MoneyGram International, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

This Schedule 14A filing consists of the following communications relating to the proposed acquisition of MoneyGram International, Inc. (the “Company”) pursuant to the Agreement and Plan of Merger, dated as of January 26, 2017, by and among the Company, Alipay (UK) Limited, Matrix Acquisition Corp. and Alipay (Hong Kong) Holding Limited:

- (i) Letter to MoneyGram Employees



Dear Colleagues,

I am writing to update you on recent news about our company.

As you have likely seen, Euronet recently made a non-binding, unsolicited proposal to acquire all of the outstanding shares of MoneyGram for \$15.20 per share in cash. After consultation with our outside legal and financial advisors, our board of directors determined that Euronet's proposal could reasonably be expected to result in a "Superior Proposal" (as defined in the merger agreement with Ant Financial) to our current Ant Financial agreement. Therefore, today we announced in a press release that we expect to take certain actions to further consider the Euronet proposal, including engaging in discussions with Euronet. A copy of the press release we issued is attached to this letter for your convenience.

We continue to move forward with our agreement with Ant Financial and by the action announced today, MoneyGram's board has not changed its recommendation in support of our merger agreement with Ant Financial. In fact, MoneyGram's board is not making any recommendation with respect to Euronet's proposal, and there can be no assurances that a transaction with Euronet will be agreed to or consummated.

While these discussions are ongoing, it remains business as usual for all MoneyGram employees. The most important thing you can do is remain focused on your day-to-day responsibilities and continue to deliver the same outstanding service that our customers expect from us. Rest assured that the Board is committed to acting in the best interests of the Company and all MoneyGram stockholders.

As always, it is important for MoneyGram to speak with one voice. Consistent with MoneyGram's policy, if you receive any external inquiries from agents, stockholders or analysts, please forward them immediately to Suzanne Rosenberg at srosenberg@moneygram.com or at (214)-979-1455, and any media inquiries to Michelle Buckalew at media@moneygram.com or at (214)-979-1418.

We will continue to keep you updated as events progress. Thank you for your continued hard work and dedication to MoneyGram and putting our customers first.

Sincerely,

Alex

Forward-Looking Statements

This communication 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. Words such as "may," "will," "could," "should," "expect," "plan," "project," "intend," "anticipate," "believe," "estimate," "predict," "potential," "pursuant," "target," "continue," and similar expressions are intended to identify such forward-looking statements. The statements in this press release that are not historical statements are forward-looking statements within the meaning of the federal securities laws, including, among other things, statements regarding the Euronet Worldwide ("Euronet") proposal (the "Euronet Proposal") and the Company's board of directors' review thereof, any future determination by the Company's board of directors, the likelihood of the merger with Ant Financial Services Group ("Ant Financial") being consummated, and the likelihood of the Euronet Proposal resulting in a definitive agreement on the terms thereof or at all. These statements are subject to numerous risks and uncertainties, including the risk that Euronet may withdraw or modify the terms of its proposal, 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.

Additional Information for Stockholders

In connection with the proposed merger with Ant Financial, the Company has filed a preliminary proxy statement and will file a definitive proxy statement and other materials with the Securities and Exchange Commission (the "SEC"). In addition, the Company may also file other relevant documents with the SEC regarding the proposed transaction. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT(S) AND OTHER DOCUMENTS THAT HAVE BEEN OR MAY BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders may obtain a free copy of the proxy statement(s) (when available) and other documents filed with the SEC by the Company, at the Company's website, corporate.moneygram.com, or at the SEC's website, www.sec.gov. The proxy statement(s) and other relevant documents may also be obtained for free from the Company by writing to MoneyGram International, Inc., 2828 North Harwood Street, 15th Floor, Dallas, Texas 75201, Attention: Investor Relations.

Participants in the Solicitation

The Company and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of the Company in connection with the proposed transaction. Information about the directors and executive officers of the Company is set forth in the Proxy Statement on Schedule 14A for the 2016 annual meeting of stockholders for the Company, which was filed with the SEC on April 4, 2016. This document can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, is contained in the preliminary proxy statement and will be contained in the definitive proxy statement and other relevant materials to be filed with the SEC when they become available.