

MONEYGRAM INTERNATIONAL INC

Reported by
PATSLEY PAMELA H

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/05/18 for the Period Ending 02/02/18

Address	2828 N. HARWOOD STREET, 15TH FLOOR DALLAS, TX, 75201
Telephone	2149997640
CIK	0001273931
Symbol	MGI
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN 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. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
PATSLEY PAMELA H		MONEYGRAM INTERNATIONAL INC [MGI]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Former Executive Chairman	
(Last) (First) (Middle) 2828 NORTH HARWOOD STREET, 15TH FLOOR		3. Date of Earliest Transaction (MM/DD/YYYY) 2/2/2018			
(Street) DALLAS, TX 75201		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(City) (State) (Zip)				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/2/2018		F		186354 (1)	D	\$11.65 (2)	776465	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) Represents the number of shares withheld for the payment of tax liabilities in connection with the vesting, pursuant to the Employment Agreement, dated as of July 30, 2015 (as amended), by and between MoneyGram International, Inc. and Pamela H. Patsley, of (i) 107,900 time-based RSUs and 107,684 performance-based RSUs that were granted on February 25, 2015, (ii) 128,018 time-based RSUs and 24,569 performance-based RSUs that were granted on February 23, 2016 and (iii) 76,651 time-based RSUs and 38,326 performance-based RSUs that were granted on February 22, 2017.
- (2) The price was determined based on the closing price of \$11.65 per share of MoneyGram International, Inc.'s common stock on February 2, 2018.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PATSLEY PAMELA H 2828 NORTH HARWOOD STREET 15TH FLOOR DALLAS, TX 75201				Former Executive Chairman

Signatures

/s/ F. Aaron Henry, attorney-in-fact

2/5/2018

** 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 control number.