

MONEYGRAM INTERNATIONAL INC

Reported by
HOLMES W. ALEXANDER

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/05/18 for the Period Ending 03/01/18

Address	2828 N. HARWOOD STREET, 15TH FLOOR DALLAS, TX, 75201
Telephone	2149997640
CIK	0001273931
Symbol	MGI
SIC Code	7389 - Services-Business Services, Not Elsewhere Classified
Industry	Business Support Services
Sector	Industrials
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 * Holmes W. Alexander (Last) (First) (Middle) 2828 NORTH HARWOOD STREET, 15TH FLOOR (Street) DALLAS, TX 75201 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol MONEYGRAM INTERNATIONAL INC [MGI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chairman and CEO
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/1/2018</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	3/1/2018		A		292140 <u>(1)</u>	A	\$0.00	798758 <u>(2)</u>	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) Represents the number of shares of common stock issuable upon vesting of 194,760 time-based RSUs and the target number of shares of common stock eligible to be issued upon vesting of 97,380 performance-based RSUs. The time-based RSUs vest in three 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 certain performance goals are achieved, with a target of 75% of the performance-based RSUs vesting over such three year period if a target level of constant currency Adjusted EBITDA is achieved for the year ended December 31, 2018 and a target of 25% of the performance-based RSUs vesting over such three year period if a target level of constant currency revenue is achieved for the year ended December 31, 2018 (with such combined achievement not exceeding 100% of the performance-based RSUs).
- (2) Includes 510,276 shares that may be issued upon vesting of previously granted performance-based and time-based RSUs.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holmes W. Alexander 2828 NORTH HARWOOD STREET 15TH FLOOR DALLAS, TX 75201	X		Chairman and CEO	

Signatures

/s/ Francis Aaron Henry, attorney-in-fact

3/5/2018

**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.

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