

MONEYGRAM INTERNATIONAL INC
 Form 3
 May 17, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Chatfield Joann
 (Last) (First) (Middle)

2828 NORTH HARWOOD STREET, 15TH FLOOR

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 05/16/2017

3. Issuer Name and Ticker or Trading Symbol

MONEYGRAM INTERNATIONAL INC [MGI]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Chief Marketing Officer

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	9,202	D	^
Common Stock	3,202 ⁽¹⁾	D	^
Common Stock	7,043 ⁽²⁾	D	^
Common Stock	5,307 ⁽³⁾	D	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>	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) <u>(4)</u>	Â <u>(4)</u> 11/17/2021	Common Stock	640 \$ 17.03	D	Â
Stock Option (right to buy) <u>(5)</u>	Â <u>(5)</u> 02/26/2023	Common Stock	4,025 \$ 16.48	D	Â
Stock Option (right to buy) <u>(6)</u>	Â <u>(6)</u> 02/24/2024	Common Stock	2,867 \$ 20.08	D	Â

Reporting Owners

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

Signatures

/s/ Paul N. Beck,
attorney-in-fact 05/17/2017

**Signature of Reporting Person Date

Explanation of Responses:

* 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).

(1) 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.

(2) 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.

(3) 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)

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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.

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Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.