

MONEYGRAM INTERNATIONAL INC  
Form SC 13D  
April 04, 2008

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. \_\_)\*

MoneyGram International, Inc.  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

60935Y109  
(CUSIP Number)

Ben I. Adler, Esq.  
Goldman, Sachs & Co.  
One New York Plaza  
New York, New York 10004  
(212) 902-1000

With a copy to:

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One New York Plaza  
New York, NY 10004  
(212) 859-8000

(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications)

March 25, 2008  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Edgar Filing: MONEYGRAM INTERNATIONAL INC - Form SC 13D

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

The Goldman Sachs Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, WC, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7  
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8  
OWNED

SHARED VOTING POWER

109,010,906

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

109,014,968

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

109,014,968

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

28.0% (1)

14 TYPE OF REPORTING PERSON

HC; CO

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(1) All calculations of percentage ownership in this Schedule 13D are based upon a total of 389,598,034 shares of Common Stock outstanding, which is the sum of (a) 82,598,034 shares of Common Stock outstanding as of March 17, 2008, as represented by the Issuer in the Purchase Agreement (defined herein), plus (b) 198,000,000 shares of Common Stock issuable upon the conversion of the 495,000 shares of Series B Participating Convertible Preferred Stock of the Issuer issued to Thomas H. Lee Equity Fund VI, L.P., Thomas H. Lee Parallel Fund VI, L.P. and Thomas H. Lee Parallel (DT) Fund VI, L.P. pursuant to the Purchase Agreement on March 25, 2008 as described in Items 3, 4 and 6 below, if such conversion occurred on March 25, 2008, plus (c) 109,000,000 shares of Common Stock issuable upon the conversion by a holder other than the Reporting Persons or their affiliates, subject to certain limitations, of 109,000 shares of Series D Participating Convertible Preferred Stock of the Issuer, which are issuable upon the conversion of the 272,500 shares of Series B-1 Participating Convertible Preferred Stock of the Issuer issued to the Reporting Persons pursuant to the Purchase Agreement on March 25, 2008, as described in Items 3, 4, 5 and 6 below, if such conversion occurred on March 25, 2008. The shares of Series B-1 Participating Convertible Preferred Stock held by the Reporting Persons or the shares of Series D participating Convertible Preferred Stock that may be held by the Reporting Persons do not vote as a class with the Common Stock.

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CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

Goldman, Sachs & Co.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)  x

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, WC, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  x

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF 7  
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8  
OWNED

SHARED VOTING POWER

106,010,906

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

106,014,968

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

106,014,968

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

*27.2%*

14 TYPE OF REPORTING PERSON

BD; PN; IA

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CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GSCP VI Advisors, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)  x

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7  
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8  
OWNED

SHARED VOTING POWER

39,583,851

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

39,583,851

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

39,583,851

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.2%

14 TYPE OF REPORTING PERSON

OO

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CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GS Capital Partners VI Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)  x

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER
		0
BENEFICIALLY OWNED	8	SHARED VOTING POWER
		39,583,851
BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		39,583,851

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

39,583,851

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.2%

14 TYPE OF REPORTING PERSON

PN

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CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GS Advisors VI, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7  
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8  
OWNED

SHARED VOTING POWER

10,884,884

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

10,884,884

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,884,884

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.8%

14 TYPE OF REPORTING PERSON

OO

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CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GSCP VI Offshore Advisors, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7  
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8  
OWNED

SHARED VOTING POWER

32,924,454

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

32,924,454

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

32,924,454

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.5%

14 TYPE OF REPORTING PERSON

OO

---

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GS Capital Partners VI Offshore Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF 7  
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8  
OWNED

SHARED VOTING POWER

32,924,454

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

32,924,454

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

32,924,454

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES



13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.5%

14 TYPE OF REPORTING PERSON

PN

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CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

Goldman, Sachs Management GP GmbH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

NUMBER OF 7  
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8  
OWNED

SHARED VOTING POWER

1,406,810

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

1,406,810

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,406,810

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.4%

14 TYPE OF REPORTING PERSON

OO

---

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GS Capital Partners VI Parallel, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7  
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8  
OWNED

SHARED VOTING POWER

10,884,884

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

10,884,884

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,884,884

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.8%

14 TYPE OF REPORTING PERSON

PN

---

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GS Capital Partners VI GmbH & Co. KG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

NUMBER OF 7  
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8  
OWNED

SHARED VOTING POWER

1,406,810

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

1,406,810

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,406,810

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.4%

14 TYPE OF REPORTING PERSON

PN

---

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GSMP V Onshore US, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES	7	SOLE VOTING POWER
		0

BENEFICIALLY OWNED	8	SHARED VOTING POWER
		8,319,093

BY EACH REPORTING	9	SOLE DISPOSITIVE POWER
		0

PERSON WITH	10	SHARED DISPOSITIVE POWER
		8,319,093

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,319,093

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES



13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.1%

14 TYPE OF REPORTING PERSON

OO

---

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GS Mezzanine Partners V Onshore Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7  
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8  
OWNED

SHARED VOTING POWER

8,319,093

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

8,319,093

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,319,093

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.1%

14 TYPE OF REPORTING PERSON

PN

---

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GS Mezzanine Partners V Onshore Fund, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER
		0
BENEFICIALLY OWNED	8	SHARED VOTING POWER
		8,319,093
BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		8,319,093

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,319,093

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.1%

14 TYPE OF REPORTING PERSON

OO

---

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GSMP V Institutional US, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)  x

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES	7	SOLE VOTING POWER
		0
BENEFICIALLY OWNED	8	SHARED VOTING POWER
		816,570
BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		816,570

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

816,570

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.2%

14 TYPE OF REPORTING PERSON

OO

---

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GS Mezzanine Partners V Institutional Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)  x

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7  
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8  
OWNED

SHARED VOTING POWER

816,570

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

816,570

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

816,570

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  x



13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.2%

14 TYPE OF REPORTING PERSON

PN

---

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GS Mezzanine Partners V Institutional Fund, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7  
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8  
OWNED

SHARED VOTING POWER

816,570

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

816,570

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

816,570

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.2%

14 TYPE OF REPORTING PERSON

OO

---

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GSMP V Offshore US, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF 7  
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8  
OWNED

SHARED VOTING POWER

12,064,337

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

12,064,337

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,064,337

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.1%

14 TYPE OF REPORTING PERSON

OO

---

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GS Mezzanine Partners V Offshore Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7  
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8  
OWNED

SHARED VOTING POWER

12,064,337

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

12,064,337

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,064,337

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.1%

14 TYPE OF REPORTING PERSON

PN

---

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GS Mezzanine Partners V Offshore Fund, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7  
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8  
OWNED

SHARED VOTING POWER

12,064,337

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

12,064,337

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,064,337

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES



13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.1%

14 TYPE OF REPORTING PERSON

OO

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## Item 1. Security and Issuer

This statement relates to shares of common stock, par value \$0.01 per share (the “Common Stock”), of MoneyGram International, Inc., a Delaware corporation (the “Issuer” or the “Company”). The principal executive offices of the Issuer are located at 1550 Utica Avenue South, Suite 100, Minneapolis, Minnesota 55416.

The Reporting Persons currently hold Series B-1 Participating Convertible Preferred Stock, par value \$0.01 per share (the “Series B-1 Stock”). THL (as defined below in Item 2 below) currently holds Series B Participating Convertible Preferred Stock, par value \$0.01 per share (the “Series B Stock”). Each share of Series B-1 Stock is convertible at any time into a certain number of shares of Series D Participating Convertible Preferred Stock, par value \$0.01 per share (the “Series D Stock”), a Common Stock equivalent non-voting stock, with the precise number determined by a formula in the Series B-1 Stock Certificate of Designations (the “Series B-1 Certificate”), which is included as Exhibit 7.06 hereto. The Series D Stock is convertible, subject to certain limitations, into Common Stock, so the Reporting Persons may be deemed to beneficially own the shares of Common Stock into which the shares of Series D Stock are convertible. The Series D Stock Certificate of Designations is included as Exhibit 7.07 hereto. Each share of Series B-1 Stock is convertible into one share of Series B Stock by any holder other than the Reporting Persons and their affiliates. Each share of Series B Stock is convertible at any time after the Voting Date (as defined below in Item 4) into a certain number of shares of Common Stock, with the precise number determined by a formula in the Series B Stock Certificate of Designations (the “Series B Certificate”, and together with the Series B-1 Certificate, the “Certificates”), which is included as Exhibit 7.05 hereto.

## Item 2. Identity and Background

This statement is being filed by The Goldman Sachs Group, Inc. (“GS Group”), Goldman, Sachs & Co. (“Goldman Sachs”), GSCP VI Advisors, L.L.C. (“GSCP Advisors”), GSCP VI Offshore Advisors, L.L.C. (“GSCP Offshore Advisors”), GS Advisors VI, L.L.C. (“GS Advisors”), Goldman, Sachs Management GP GmbH (“GS GmbH”), GS Capital Partners VI Fund, L.P. (“GS Capital”), GS Capital Partners VI Offshore Fund, L.P. (“GS Offshore”), GS Capital Partners VI GmbH & Co. KG (“GS Germany”), GS Capital Partners VI Parallel, L.P. (“GS Parallel”), GS Mezzanine Partners V Onshore Fund, L.L.C. (“GS Mezzanine Onshore GP”), GS Mezzanine Partners V Institutional Fund, L.L.C. (“GS Mezzanine Institutional GP”), GS Mezzanine Partners V Offshore Fund, L.L.C. (“GS Mezzanine Offshore GP”), GS Mezzanine Partners V Onshore Fund, L.P. (“GS Mezzanine Onshore”), GS Mezzanine Partners V Institutional Fund, L.P. (“GS Mezzanine Institutional”), GS Mezzanine Partners V Offshore Fund, L.P. (“GS Mezzanine Offshore”), GSMP V Onshore US, Ltd. (“GSMP Onshore”), GSMP V Institutional US, Ltd. (“GSMP Institutional”), and GSMP V Offshore US, Ltd. (“GSMP Offshore” and, together with the foregoing entities, the “Reporting Persons”). GS Capital, GS Offshore, GS Parallel, GS Germany, GSMP Onshore, GSMP Institutional, and GSMP Offshore are referred to herein as the “GS Investors”. It is the understanding of the Reporting Persons that THL and Silver Point (each as defined below) will each be filing a separate Schedule 13D pursuant to Rule 13d-1(k)(2) (the “THL Schedule 13D” and the “Silver Point Schedule 13D”, as applicable).

The Reporting Persons may be deemed to be a member of a “group,” within the meaning of Section 13(d)(3) of the Act, with (i) affiliates of Thomas H. Lee Partners, L.P., including Thomas H. Lee Equity Fund VI, L.P., Thomas H. Lee Parallel Fund VI, L.P., Thomas H. Lee Parallel (DT) Fund VI, L.P., (collectively, the “THL Purchasers”), and THL Equity Fund VI Investors (MoneyGram), LLC, Putnam Investment Holdings, LLC, Great-West Investors L.P., Putnam Investments Employees’ Securities Company III LLC, THL Coinvestment Partners, L.P., THL Operating Partners, L.P. (collectively, the “THL Transferees” and together with the THL Purchasers, “THL”) and (ii) Silver Point Capital, L.P., Silver Point Capital Offshore Fund, Ltd. (collectively, “Silver Point”) and may be deemed to beneficially own the Common Stock deemed to be beneficially owned or able to be acquired within 60 days by THL or Silver Point. The GS Investors, THL and Silver Point are herein referred to as the “Investors.” The principal business and principal office of the THL Purchasers, THL Coinvestment Partners, L.P., and THL Operating Partners, L.P. is c/o

Thomas H. Lee Partners, L.P., 100 Federal Street, Boston, Massachusetts 02110. The principal business and principal office Putnam Investment Holdings, LLC, Great West Investors L.P. and Putnam Investments Employees' Securities Company III LLC is One Post Office Square, Boston, Massachusetts 02109. The principal business and principal office of Silver Point is Two Greenwich Plaza, 1st Floor, Greenwich, Connecticut 06830.

Neither the present filing nor anything contained herein shall be construed as an admission that any Reporting Person constitutes a "person" for any purpose other than for compliance with Section 13(d) of the Act.

GS Group is a Delaware corporation and holding company that (directly and indirectly through subsidiaries or affiliated companies or both) is a leading investment banking organization. Goldman Sachs, a New York limited partnership, is an investment banking firm and a member of the New York Stock Exchange and other national exchanges. Goldman Sachs also serves as the manager for GSCP Advisors, GSCP Offshore Advisors, GS Advisors, GS Mezzanine Onshore GP, GS Mezzanine Institutional GP and GS Mezzanine Offshore GP and the investment manager for GS Capital, GS Offshore, GS Germany and GS Parallel. Goldman Sachs is wholly-owned, directly and indirectly, by GS Group. GSCP Advisors, a Delaware limited liability company, is the sole general partner of GS Capital. GSCP Offshore Advisors, a Delaware limited liability company, is the sole general partner of GS Offshore. GS Advisors, a Delaware limited liability company, is the sole general partner of GS Parallel. GS GmbH, a German company with limited liability, is the sole general partner of GS Germany. Each of GS Capital, a Delaware limited partnership, GS Offshore, a Cayman Islands exempted limited partnership, GS Germany, a German limited partnership, and GS Parallel, a Delaware limited partnership, was formed for the purpose of investing in equity, equity-related and similar securities or instruments, including debt or other securities or instruments with equity-like returns or an equity component. GS Mezzanine Onshore GP, a Delaware limited liability company, is the sole general partner of GS Mezzanine Onshore. GS Mezzanine Institutional GP, a Delaware limited liability company, is the sole general partner of GS Mezzanine Institutional. GS Mezzanine Offshore GP, a Delaware limited liability company, is the sole general partner of GS Mezzanine Offshore. GS Mezzanine Onshore, a Delaware limited partnership, is the sole shareholder of GSMP Onshore. GS Mezzanine Institutional, a Delaware limited partnership, is the sole shareholder of GSMP Institutional. GS Mezzanine Offshore, a Delaware limited partnership, is the sole shareholder of GSMP Offshore. Each of GSMP Onshore, GSMP Institutional, and GSMP Offshore, an exempted company incorporated in the Cayman Islands with limited liability, was formed for the purpose of investing in fixed income securities, equity and equity-related securities primarily acquired or issued in leveraged acquisitions, reorganizations and other private equity transactions and in other financial instruments. The principal address of each Reporting Person is 85 Broad Street, New York, New York 10004.

The name, business address, present principal occupation or employment and citizenship of each director of GS Group are set forth in Schedule I hereto and are incorporated herein by reference. The name, business address, present principal occupation or employment and citizenship of each executive officer of GSCP Advisors, GSCP Offshore Advisors, GS Advisors, GS Mezzanine Onshore GP, GS Mezzanine Institutional GP, and GS Mezzanine Offshore GP are set forth in Schedule II-A hereto and are incorporated herein by reference. The name, business address, present principal occupation or employment and citizenship of each executive officer of GSMP Onshore, GSMP Institutional, and GSMP Offshore are set forth in Schedule II-B hereto and are incorporated herein by reference. The name, business address, present principal occupation or employment and citizenship of each executive officer of GS GmbH are set forth in Schedule II-C hereto and are incorporated herein by reference. The name, business address, present principal occupation or employment and citizenship of each member of the Principal Investment Area Investment Committee of Goldman Sachs, which is responsible for making all investment decisions for each of GSCP Advisors, GSCP Offshore Advisors, GS Advisors, GS Capital, GS Offshore, GS Germany, GS Parallel, GS Mezzanine Onshore, GS Mezzanine Institutional, GS Mezzanine Offshore, GSMP Onshore, GSMP Institutional and GSMP Offshore on behalf of Goldman Sachs, are set forth in Schedule II-D hereto and are incorporated herein by reference.

During the last five years, none of the Reporting Persons, nor, to the knowledge of each of the Reporting Persons, any of the persons listed on Schedules I, II-A, II-B, II-C, or II-D hereto, (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) except as set forth on Schedule III hereto, has been a

party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violation with respect to such laws.

The Reporting Persons have entered into a Joint Filing Agreement, dated April 4, 2008, a copy of which is attached as Exhibit 7.01 hereto.

### Item 3. Source and Amounts of Funds or Other Consideration

As more fully described herein, on March 17, 2008, the Issuer, the GS Investors and the THL Purchasers entered into an amended and restated Purchase Agreement (the "Purchase Agreement"). Pursuant to the Purchase Agreement, on March 25, 2008 (the "Closing Date"), the GS Investors and the THL Purchasers purchased, in the aggregate, 495,000 shares of Series B Stock and 265,000 shares of Series B-1 Stock for an aggregate purchase price of \$760,000,000 (the "Transaction").

The GS Investors paid an aggregate purchase price of \$265,000,000 to acquire 265,000 shares of Series B-1 Preferred Stock. The funds used by GS Capital, GS Offshore, GS Parallel, GS Germany to purchase 212,000 of such shares of Series B-1 Preferred Stock were obtained from capital contributions made by their respective partners. The funds used by GSMP Onshore, GSMP Institutional, and GSMP Offshore to purchase 53,000 of such shares of Series B-1 Preferred Stock were obtained from an existing credit facility.

On March 25, 2008, GS Group acquired 7,500 shares of Series B-1 Preferred Stock as payment in full by the Issuer, on behalf of the THL Purchasers and certain of the GS Investors and at the direction of Goldman Sachs, of a \$7,500,000 investment banking advisory fee for services rendered by Goldman Sachs to the THL Purchasers and certain of the GS Investors in connection with the Transaction.

The funds for shares of Common Stock acquired in ordinary course trading activities by Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group and reported as beneficially owned in this Schedule 13D came from the working capital of Goldman Sachs or such other subsidiary. The funds for shares of Common Stock which may be deemed to be beneficially owned by the Reporting Persons held in client accounts with respect to which Goldman Sachs or another wholly-owned subsidiary of GS Group or their employees have investment discretion ("Managed Accounts") came from client funds. The Reporting Persons disclaim beneficial ownership of shares of Common Stock held in Managed Accounts.

None of the individuals listed on Schedules I, II-A, II-B, II-C, or II-D hereto has contributed any funds or other consideration towards the purchase of the Preferred Stock except insofar as they may have partnership interests in any of the Reporting Persons and have made capital contributions to any of the Reporting Persons, as the case may be.

### Item 4. Purpose of Transaction

The Investors acquired the Series B-1 Stock and Series B Stock for investment purposes, which purposes include acquiring control of the Company.

The Transaction consisted of the sale to the GS Investors and the THL Purchasers in a private placement of 495,000 shares of Series B Stock and 265,000 shares of Series B-1 Stock for an aggregate purchase price of \$760,000,000, which shares in the aggregate are convertible into approximately 78.0% of the common equity of the Company at an initial conversion price of \$2.50 per share as described below. In connection with the Transaction, the Company issued to GS Group, as directed by Goldman Sachs, on behalf of the THL Purchasers and certain of the GS Investors, an investment banking advisory fee equal to \$7,500,000 in the form of 7,500 shares of Series B-1 Stock, which fee was payable by the THL Purchasers and such GS Investors pursuant to an engagement letter, dated as of March 25, 2008, between such parties and Goldman Sachs. The engagement letter was effective upon the closing of the

Transaction and the Company agreed to assume the obligations of the THL Purchasers and such GS Investors arising from the engagement letter pursuant to an assumption agreement dated as of March 25, 2008.

The Company issued all shares of the Series B-1 Stock to the GS Investors and all shares of the Series B Stock to the THL Purchasers. On March 28, 2008, Silver Point purchased 10,000 shares of Series B Stock from the THL Purchasers at a purchase price of \$1,000 per share. On March 31, 2008, the THL Transferees purchased in aggregate 5428.962 shares of Series B Stock from certain of the THL Purchasers at a purchase price of \$1,000 per share. The shares of Series B-1 Stock held by the GS Investors are convertible into shares of Series D Stock (a common equivalent stock which is, subject to certain limitations, convertible into Common Stock), and the shares of Series B Stock held by THL and Silver Point are convertible into shares of Common Stock at an initial conversion price of \$2.50 (subject to anti-dilution rights), giving the Investors and GS Group an initial equity interest convertible into approximately 78.8% of the common equity of the Company. Dividends payable on Series B Stock and Series B-1 Stock are expected to be accrued and not be paid in cash for at least five years. Because the conversion ratio for the shares in the Certificates provides for a formula which incorporates the amount of unpaid dividends, the accrual of such unpaid dividends will increase the ownership interest of the Investors and GS Group and dilute the interests of the common stockholders. Over a five year period, assuming the Common Stock outstanding remains 82,598,034, this ownership interest is expected to increase to approximately 87.3%.

The Series B Stock will initially have voting rights equivalent to 9.9% of the outstanding Common Stock on a fully converted basis. It is expected that upon receipt of all regulatory approvals, the holders of the Series B Stock would attain full voting rights. As stated in the Series B Certificate and Series B-1 Certificate, until the Voting Date (which date is the earlier of (i) the day when all regulatory approvals necessary for THL to have voting rights with respect to all of the Series B Stock, and (ii) on or after June 15, 2008, upon the request of THL, provided, however, that if a vote (or action by written consent) of the stockholders of the Company on any matter is required by law to occur prior to the earlier of such dates, then the Voting Date shall occur no later than immediately prior to such record date)) and also at such time as the Company fails to pay the redemption price for the Series B Stock or Series B-1 Stock that the holders have requested be redeemed pursuant to the terms of the Series B Certificate and Series B-1 Certificate, the Company is prohibited from taking certain actions without approval of the holders of Series B Stock. The restrictions in the Series B Certificate pertain to decisions by the Company regarding bankruptcy, liquidation or dissolution, the Board, executive officers, dividends on or buy-backs of junior shares or the Common Stock, taking on debt or making loans, investments, acquisitions or dispositions, and the annual budget.

The Series B-1 Stock held by the Reporting Persons is generally non-voting except for the right of the GS Investors to vote on specific actions described in the Series B-1 Certificate. The holders of the Series B Stock will vote as a class with the Common Stock and will have a number of votes equal to the number of shares of Common Stock issuable if all the outstanding shares of Series B Stock were converted plus the number of shares of Common Stock issuable if all outstanding shares of Series B-1 Stock were converted into Series B Stock and subsequently converted into Common Stock. While held by the Reporting Persons or their affiliates, the Series B-1 Stock is convertible at the option of the holder into a certain number of shares of Series D Stock, a non-voting Common Stock-equivalent. The shares of Series B-1 Preferred Stock are convertible into an equal number of shares of Series B Preferred Stock by any holder other than the Reporting Persons and their affiliates.

As of the Closing Date, the Investors appointed two members and two non-voting observers to the Company's Board and the size of the Board was reduced to six members, of which three members are independent. Upon the earlier of (x) written notification by THL, in THL's sole discretion, to the Company and (y) the Voting Date, the Investors shall lose their right to have the Board observers attend meetings of the Board (except that in certain circumstances, the GS Investors will have the right to appoint at least one non-voting Board observer) and instead shall be entitled to nominate and cause the Company to appoint such additional Board representatives to the Board as shall provide the Investors with that number of directors as is proportionate to the Investors' Common Stock ownership, calculated on a fully as-converted basis (assuming all shares of Series B-1 Stock were converted into Series B Stock and all Series B Stock was converted into Common Stock at such time).

The Purchase Agreement provides that as promptly as practicable following the Closing Date, the Company will hold a meeting of its stockholders to seek approval of amendment to the certificate of incorporation of the Company (the "Charter"), which will provide that as long as the Investors shall have a right to designate Board Representatives, the GS Investors shall have the right to designate one Board Representative (who shall have one vote), and THL (or its permitted successors or assigns) shall have the right to designate two to four Board Representatives, which Board Representatives shall be authorized to vote (with each such THL Board Representative having equal votes) on all matters occasioning action by the Board such number of votes equal to the number of directors that the Investors would be entitled to designate on the as-converted basis mentioned above, minus the one vote of the Board Representative designated by the GS Investors. The amended Charter will also provide that each member of the Board shall be elected annually for a one year term, and will increase the number of authorized shares of Common Stock to 1,300,000,000 shares. The Purchase Agreement provides that following the Closing Date, for so long as shareholders who are unaffiliated with the Investors beneficially own at least 5% of the outstanding Common Stock, on a fully diluted basis, there shall be at least three independent directors serving on the Board.

The Series B Stock and the Series B-1 Stock will pay a cash dividend of 10% or at the Company's option, it may accrue dividends at a rate of 12.5% in lieu of paying a cash dividend. Dividends may be accrued for up to five years from the date of the Transaction. After five years, if the Company is unable to pay the dividends in cash, dividends will accrue at a rate of 15%. At this time, the Company expects that dividends will be accrued and not paid in cash for at least five years. The Series B-1 Stock participates in dividends with the Series D Stock on an as-converted basis and the Series D Stock participates in dividends with the Common Stock on an as-converted basis. The Series B-1 Stock may be redeemed at the option of the Company if, after five years from the date of the Transaction, the Common Stock trades above \$15.00 per share, subject to adjustment, for a period of thirty consecutive trading days. The Series B-1 Stock will be redeemable at the option of the Reporting Persons or their affiliates after ten years and upon a change in control.

In addition, on March 17, 2008, in connection with entering into the Purchase Agreement, the Company and Wells Fargo Bank, N.A., as Rights Agent, entered into the Second Amendment to the Rights Agreement (the "Rights Agreement Amendment"). The Rights Agreement Amendment, as amended of February 11, 2008, modifies the Company's Rights Agreement, dated as of June 30, 2004 (the "Rights Agreement"), to provide, among other things, that the issuance of rights under the Rights Agreement will not be triggered solely by virtue of the approval, execution or delivery of the Purchase Agreement or the Transaction.

The description of the Purchase Agreement in this Schedule 13D does not purport to be complete, and is qualified in its entirety by reference to such agreement, which is included as Exhibit 7.02 hereto and incorporated by reference herein.

Except as described in this Schedule 13D, the Reporting Persons currently have no plans or proposals which relate to or would result in any transaction, event or action enumerated in paragraphs (a) through (j) of Item 4 of the form of Schedule 13D promulgated under the Act.

Each of the Reporting Persons reserves the right, in light of its ongoing evaluation of the Issuer's financial condition, business, operations and prospects, the market price of the Common Stock, conditions in the securities markets generally, general economic and industry conditions, its business objectives and other relevant factors, to change its plans and intentions at any time, as it deems appropriate. In particular, any one or more of the Reporting Persons (and their respective affiliates) reserves the right, in each case subject to the terms and conditions of the Purchase Agreement, the Series B-1 Certificate and any applicable law, to (i) purchase additional shares of Common Stock or other securities of the Issuer, (ii) sell or transfer shares of the Series B-1 Preferred Stock, Series D Preferred Stock or Common Stock or other securities beneficially owned by them from time to time in public or private transactions, (iii) cause any of the GS Investors to distribute in kind to their respective partners or members, as the case may be, shares of Series B-1 Preferred Stock, Series D Preferred Stock or Common Stock or other securities owned by such GS

Investors, (iv) enter into privately negotiated derivative transactions with institutional counterparties to hedge the market risk of some or all of their positions in the shares of Common Stock, Series B-1 Preferred Stock, Series D Preferred Stock or other securities and (v) consider participating in a business combination transaction that would result in an acquisition of all of the Issuer's outstanding Common Stock. To the knowledge of each Reporting Person, each of the persons listed on Schedules I, II-A, II-B, II-C, or II-D hereto may make similar evaluations from time to time or on an ongoing basis.

Item 5. Interest in Securities of the Issuer

(a) The Issuer represented and warranted to the Investors in the Purchase Agreement that, as of March 17, 2008, there were 82,598,034 shares of Common Stock outstanding.

As of March 25, 2008, GS Group may be deemed to beneficially own an aggregate of 109,014,968 shares of Common Stock, consisting of (i) 265,000 shares of Series B-1 Preferred Stock acquired by the GS Investors on the Closing Date, which are convertible into 106,000 shares of Series D Preferred Stock, which are convertible by a holder other than the Reporting Persons or their affiliates, subject to certain limitations, into 106,000,000 shares of Common Stock, (ii) 7,500 shares of Series B-1 Preferred Stock acquired by GS Group on the Closing Date, which are convertible into 3,000 shares of Series D Preferred Stock, which are convertible by a holder other than the Reporting Persons or their affiliates, subject to certain limitations, into 3,000,000 shares of Common Stock, (iii) 10,906 shares of Common Stock acquired by Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group in ordinary course trading activities and (iv) 4,062 shares of Common Stock held in Managed Accounts, representing in the aggregate approximately 28% of the outstanding Common Stock. The Reporting Persons disclaim beneficial ownership of shares of Common Stock held in Managed Accounts.

As of March 25, 2008, Goldman Sachs may be deemed to beneficially own an aggregate of 106,014,968 shares of Common Stock, consisting of (i) 265,000 shares of Series B-1 Preferred Stock acquired by the GS Investors on the Closing Date, which are convertible into 106,000 shares of Series D Preferred Stock, which are convertible by a holder other than the Reporting Persons or their affiliates, subject to certain limitations, into 106,000,000 shares of Common Stock, (ii) 10,906 shares of Common Stock acquired by Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group in ordinary course trading activities and (iii) 4,062 shares of Common Stock held in Managed Accounts, representing in the aggregate approximately 27.2% of the outstanding Common Stock. The Reporting Persons disclaim beneficial ownership of shares of Common Stock held in Managed Accounts.

As of March 25, 2008, GSCP Advisors and GS Capital may each be deemed to beneficially own an aggregate of 39,583,851.2 shares of Common Stock, consisting of 98,959.628 shares of Series B-1 Preferred Stock acquired by the GS Investors on the Closing Date, which are convertible into 39,583.8512 shares of Series D Preferred Stock, which are convertible by a holder other than the Reporting Persons or their affiliates, subject to certain limitations, into 39,583,851.2 shares of Common Stock, representing in the aggregate approximately 10.2% of the outstanding Common Stock.

As of March 25, 2008, GSCP Offshore Advisors and GS Offshore may each be deemed to beneficially own an aggregate of 32,924,454 shares of Common Stock, consisting of 82,311.135 shares of Series B-1 Preferred Stock acquired by the GS Investors on the Closing Date, which are convertible into 32,924.454 shares of Series D Preferred Stock, which are convertible by a holder other than the Reporting Persons or their affiliates, subject to certain limitations, into 32,924,454 shares of Common Stock, representing in the aggregate approximately 8.5% of the outstanding Common Stock.

As of March 25, 2008, GS Advisors and GS Parallel may each be deemed to beneficially own an aggregate of 10,884,884.4 shares of Common Stock, consisting of 27,212.211 shares of Series B-1 Preferred Stock acquired by the GS Investors on the Closing Date, which are convertible into 10,884.8844 shares of Series D Preferred Stock, which are convertible by a holder other than the Reporting Persons or their affiliates, subject to certain limitations, into



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10,884,884.4 shares of Common Stock, representing in the aggregate approximately 2.8% of the outstanding Common Stock.

As of March 25, 2008, GS GmbH and GS Germany may each be deemed to beneficially own an aggregate of 1,406,810.4 shares of Common Stock, consisting of 3,517.026 shares of Series B-1 Preferred Stock acquired by the GS Investors on the Closing Date, which are convertible into 1,406.8104 shares of Series D Preferred Stock, which are convertible by a holder other than the Reporting Persons or their affiliates, subject to certain limitations, into 1,406,810.4 shares of Common Stock, representing in the aggregate approximately 0.4% of the outstanding Common Stock.

As of March 25, 2008, GS Mezzanine Onshore GP, GS Mezzanine Onshore and GSMP Onshore may each be deemed to beneficially own an aggregate of 8,319,093.2 shares of Common Stock, consisting of 20,797.733 shares of Series B-1 Preferred Stock acquired by the GS Investors on the Closing Date, which are convertible into 8,319.0932 shares of Series D Preferred Stock, which are convertible by a holder other than the Reporting Persons or their affiliates, subject to certain limitations, into 8,319,093.2 shares of Common Stock, representing in the aggregate approximately 2.1% of the outstanding Common Stock.

As of March 25, 2008, GS Mezzanine Institutional GP, GS Mezzanine Institutional and GSMP Institutional may each be deemed to beneficially own an aggregate of 816,570 shares of Common Stock, consisting of 2,041.425 shares of Series B-1 Preferred Stock acquired by the GS Investors on the Closing Date, which are convertible by a holder other than the Reporting Persons or their affiliates, subject to certain limitations, into 816.57 shares of Series D Preferred Stock, which are convertible into 816,570 shares of Common Stock, representing in the aggregate approximately 0.2% of the outstanding Common Stock.

As of March 25, 2008, GS Mezzanine Offshore GP, GS Mezzanine Offshore and GSMP Offshore may each be deemed to beneficially own an aggregate of 12,064,336.8 shares of Common Stock, consisting of 30,160.842 shares of Series B-1 Preferred Stock acquired by the GS Investors on the Closing Date, which are convertible by a holder other than the Reporting Persons or their affiliates, subject to certain limitations, into 12,064.3368 shares of Series D Preferred Stock, which are convertible into 12,064,336.8 shares of Common Stock, representing in the aggregate approximately 3.1% of the outstanding Common Stock.

As of March 25, 2008, THL and Silver Point may be deemed to beneficially own an aggregate of 198,000,000 shares of Common Stock, representing in the aggregate approximately 50.8% of the outstanding Common Stock.

In accordance with Securities and Exchange Commission Release No. 34-39538 (January 12, 1998) (the "Release"), this Schedule 13D reflects the securities beneficially owned by certain operating units (collectively, the "Goldman Sachs Reporting Units") of GS Group and its subsidiaries and affiliates (collectively, "GSG"). This Schedule 13D does not reflect securities, if any, beneficially owned by any operating units of GSG whose ownership of securities is disaggregated from that of the Goldman Sachs Reporting Units in accordance with the Release. The Goldman Sachs Reporting Units disclaim beneficial ownership of the securities beneficially owned, if any, by (i) any client accounts with respect to which the Goldman Sachs Reporting Units or their employees have voting or investment discretion, or both, and (ii) certain investment entities of which the Goldman Sachs Reporting Units acts as the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Goldman Sachs Reporting Units.

None of the Reporting Persons or, to the knowledge of any of the Reporting Persons, any of the persons listed on Schedules I, II-A, II-B, II-C, or II-D hereto may be deemed to beneficially own any shares of Common Stock other than as set forth herein.

(b) Each Reporting Person shares the power to vote or direct the vote and to dispose or direct the disposition of shares of Common Stock beneficially owned by such Reporting Person as indicated herein.

As a result of the matters described in Item 4 above and Item 6 below, the Reporting Persons may be deemed to constitute a "group", within the meaning of Section 13(d)(3) of the Exchange Act, with THL and Silver Point. The Reporting Persons disclaim beneficial ownership of the stock held by THL and Silver Point. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that the Reporting Persons or any of their respective affiliates are the beneficial owners of any of stock beneficially owned by THL and Silver Point for purposes of Section 13(d) of the Exchange Act or for any other purpose.

(c) Schedule IV sets forth a summary of transactions in the Common Stock which were effected during the sixty day period from January 25, 2008 through March 25, 2008 all of which were effected in the ordinary course of business of Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group. The transactions in the Common Stock described in Schedule IV were effected on the New York Stock Exchange, NYSE Arca, the Chicago Stock Exchange or the over-the-counter market.

Except as set forth in Schedule IV hereto, no transactions in the Common Stock were effected by the Reporting Persons or, to the knowledge of any of the Reporting Persons, any of the persons listed on Schedules I, II-A, II-B, II-C, or II-D hereto, during the sixty day period from January 25, 2008 through March 25, 2008.

(d) Except for clients of Goldman Sachs who may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, shares of Common Stock, if any, held in Managed Accounts, no other person is known by the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any shares of Common Stock beneficially owned by the Reporting Persons.

(e) Not applicable.

#### Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The responses to Items 3, 4 and 5 are incorporated herein by reference.

The THL Purchasers, GS Investors and GS Group are parties to an Amended and Restated Shareholders Agreement, dated as of March 17, 2008, (the "Shareholders Agreement") whereby the parties set forth their agreement with respect to certain rights and obligations associated with ownership of securities of the Company. The agreement specifies that one of the directors that the Investors are entitled to elect will be designated by the GS Investors, so long as the GS Investors own a minimum number of securities, and the number of votes the Board is entitled to cast is at least eleven and such directors shall be entitled to one vote. The agreement limits the transfer of shares subject to customary exceptions and subject to tag-along rights and drag-along rights, such that in the first five years, the shares may only be transferred to specific parties or pursuant to specific agreements entered into in connection with the Transaction. It contains an agreement whereby the THL Purchasers and the Reporting Persons will vote in unison regarding the appointment of directors to the Board. This summary of the Shareholders Agreement does not purport to be complete and is qualified in its entirety by reference to the Shareholders Agreement, which is attached hereto as Exhibit 7.03 and incorporated by reference in its entirety into this Item 6.

The THL Purchasers, GS Investors and GS Group are parties to the Joinder and Consent Agreement to the Shareholders Agreement, dated as of March 25, 2008, whereby GS Group was joined to the Shareholders Agreement and the Investors provided their consent thereto. This summary of the Joinder and Consent Agreement does not purport to be complete and is qualified in its entirety by reference to the Joinder and Consent Agreement, which is attached hereto as Exhibit 7.09 and incorporated by reference in its entirety into this Item 6.

The THL Purchasers, GS Investors, GS Group and the Company are also parties to the Registration Rights Agreement, dated as of March 25, 2008, with respect to the Series B Stock, the Series B-1 Stock, the Series D Stock

and the Common Stock held by the Investors and GS Group (the “Registrable Securities”) whereby the Company is required, after a specified holding period, to use its reasonable best efforts to promptly file with the SEC a shelf registration statement under the Securities Act of 1933, as amended (the “Securities Act”) relating to the offer and sale of the Registrable Securities. The Company is obligated to keep such shelf registration statement continuously effective under the Securities Act until the earlier of (1) the date as of which all of the Registrable Securities have been sold, (2) the date as of which each of the holders of the Registrable Securities is permitted to sell its Registrable Securities without registration pursuant to Rule 144 under the Securities Act and (3) fifteen years. The holders of the Registrable Securities are also entitled to five demand registrations and unlimited piggyback registrations during the term of the Registration Rights Agreement. This summary of the Registration Rights Agreement does not purport to be complete and is qualified in its entirety by reference to the Registration Rights Agreement, which is attached hereto as Exhibit 7.08 and incorporated by reference in its entirety into this Item 6.

The THL Purchasers, the GS Investors and Wal-Mart Stores, Inc. (“Wal-Mart”) are party to an amended and restated Equity Participation Agreement, dated as of March 17, 2008, that, among other things, for two years after the effective date of the agreement, prevents the Investors, without the prior written consent of Wal-Mart, from voting in favor of, consenting to or selling or transferring their equity securities in a manner that would result in a change of control of the Company. The Equity Participation Agreement also grants to Wal-Mart the right to receive a percentage of the profits realized on the equity securities purchased pursuant to the Purchase Agreement by each of the THL Purchasers and the GS Investors, which payments may be made in either cash or, in certain circumstances, equity securities of the Company owned by the THL Purchasers or the GS Investors, as applicable. This summary of the agreement does not purport to be complete and is qualified in its entirety by reference to the amended and restated Equity Participation Agreement, which is attached hereto as Exhibit 7.12 and incorporated by reference in its entirety into this Item 6.

The THL Purchasers, the GS Investors, the Company and Wal-Mart are party to an amended and restated Transfer Letter Agreement, dated as of March 17, 2008, that, among other things, permits the transactions, including any stock transfers, contemplated by the Transfer Letter Agreement. This summary of the agreement does not purport to be complete and is qualified in its entirety by reference to the amended and restated Transfer Letter Agreement, which is attached hereto as Exhibit 7.13 and incorporated by reference in its entirety into this Item 6.

#### Item 7. Material to Be Filed as Exhibits

Exhibit 1: Joint Filing Agreement, dated as of April 4, 2008, by and among The Reporting Persons.

Exhibit 2: Amended and Restated Purchase Agreement, dated as of March 17, 2008 by and among the Company, the THL Purchasers and the GS Investors (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Company on March 18, 2008).

Exhibit 3: Amended and Restated Shareholders Agreement, dated March 17, 2008, by and among the THL Purchasers, the GS Investors, and the other persons that become signatories thereto.

Exhibit 4: Second Amendment, dated as of March 17, 2008, to the Rights Agreement, dated as of June 30, 2004, by and between the Company and Wells Fargo Bank, N.A., as Rights Agent (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by the Company on March 18, 2008).

Exhibit 5: Certificate of Designations, Preferences and Rights of the Series B Participating Convertible Preferred Stock of the Company (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K filed by the Company on March 28, 2008).

Exhibit 6: Certificate of Designations, Preferences and Rights of the Series B-1 Participating Convertible Preferred Stock of the Company (incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K filed by the Company on March 28, 2008).

Exhibit 7: Certificate of Designations, Preferences and Rights of the Series D Participating Convertible Preferred Stock of the Company (incorporated by reference to Exhibit 4.4 to the Current Report on Form 8-K filed by the Company on March 28, 2008).

Exhibit 8: Registration Rights Agreement, by and among the THL Purchasers, the GS Investors, the Company, and other persons that become signatories thereto, dated as of March 25, 2008.

Exhibit 9: Joinder and Consent Agreement to the Shareholders Agreement by GS Group, dated as of March 25, 2008.

Exhibit 10: Fee Arrangement Letter, dated as of March 25, 2008, by and between the Investor parties named therein, Goldman Sachs and the Company (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by the Company on March 28, 2008).

Exhibit 11: Subscription Agreement, dated as of March 25, 2008, by and between the Company and GS Group (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed by the Company on March 28, 2008).

Exhibit 12: Amended and Restated Wal-Mart Equity Participation Agreement, by and between the THL Purchasers, the GS Investors, and Wal-Mart, dated as of March 17, 2008.

Exhibit 13: Amended and Restated Wal-Mart Transfer Letter Agreement, by and between the Purchasers, the GS Investors, the Company and Wal-Mart, dated as of March 17, 2008.

Exhibit 14: Power of Attorney, dated February 25, 2008, relating to The Goldman Sachs Group, Inc.

Exhibit 15: Power of Attorney, dated February 25, 2008, relating to Goldman, Sachs & Co.

Exhibit 16: Power of Attorney, dated April 1, 2008, relating to GSCP VI Advisors, L.L.C.

Exhibit 17: Power of Attorney, dated April 1, 2008, relating to GSCP VI Offshore Advisors, L.L.C.

Exhibit 18: Power of Attorney, dated April 1, 2008, relating to GS Advisors VI, L.L.C.

Exhibit 19: Power of Attorney, dated December 27, 2007, relating to Goldman, Sachs Management GP GmbH.

Exhibit 20: Power of Attorney, dated April 1, 2008, relating to GS Capital Partners VI Fund, L.P.

Exhibit 21: Power of Attorney, dated April 1, 2008, relating to GS Capital Partners VI Offshore Fund, L.P.

Exhibit 22: Power of Attorney, dated April 1, 2008, relating to GS Capital Partners VI GmbH & Co. KG.

Exhibit 23: Power of Attorney, dated April 1, 2008, relating to GS Capital Partners VI Parallel, L.P.

Exhibit 24: Power of Attorney, dated April 1, 2008, relating to GS Mezzanine Partners V Onshore Fund, L.P.

Exhibit 25: Power of Attorney, dated April 1, 2008, relating to GS Mezzanine Partners V Onshore Fund, L.L.C.

Exhibit 26: Power of Attorney, dated March 25, 2008, relating to GSMP V Onshore US, Ltd.

Exhibit 27: Power of Attorney, dated April 1, 2008, relating to GS Mezzanine Partners V Institutional Fund, L.P.

Exhibit 28: Power of Attorney, dated April 1, 2008, relating to GS Mezzanine Partners V Institutional Fund, L.L.C.

Exhibit 29: Power of Attorney, dated March 25, 2008, relating to GSMP V Institutional US, Ltd.

Exhibit 30: Power of Attorney, dated April 1, 2008, relating to GS Mezzanine Partners V Offshore Fund, L.P.

Exhibit 31: Power of Attorney, dated April 1, 2008, relating to GS Mezzanine Partners V Offshore Fund, L.L.C.

Exhibit 32: Power of Attorney, dated March 25, 2008, relating to GSMP V Offshore US, Ltd.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 4, 2008

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Yvette Kosic  
Name: Yvette Kosic  
Title: Attorney-in-Fact

GOLDMAN, SACHS & CO.

By: /s/ Yvette Kosic  
Name: Yvette Kosic  
Title: Attorney-in-Fact

GS CAPITAL PARTNERS VI PARALLEL, L.P.

BY: GS Advisors VI, L.L.C.,  
its General Partner

By: /s/ Yvette Kosic  
Name: Yvette Kosic  
Title: Attorney-in-Fact

GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P.

BY: GSCP VI Offshore Advisors, L.L.C.,  
its General Partner

By: /s/ Yvette Kosic  
Name: Yvette Kosic  
Title: Attorney-in-Fact

GS CAPITAL PARTNERS VI FUND, L.P.

BY: GSCP VI Advisors, L.L.C.,  
its General Partner

By: /s/ Yvette Kosic  
Name: Yvette Kosic  
Title: Attorney-in-Fact

GS CAPITAL PARTNERS VI GMBH & CO. KG  
BY: Goldman, Sachs Management GP  
GmbH,  
its General Partner

By: /s/ Yvette Kosic  
Name: Yvette Kosic  
Title: Attorney-in-Fact

GS MEZZANINE PARTNERS V ONSHORE FUND,  
L.P.  
BY: GS Mezzanine Partners V Onshore  
Fund, L.L.C.,  
its General Partner

By: /s/ Yvette Kosic  
Name: Yvette Kosic  
Title: Attorney-in-Fact

GSMP V ONSHORE US, LTD.

By: /s/ Yvette Kosic  
Name: Yvette Kosic  
Title: Attorney-in-Fact

GS MEZZANINE PARTNERS V INSTITUTIONAL  
FUND, L.P.

BY: GS Mezzanine Partners V  
Institutional Fund, L.L.C.,  
its General Partner

By: /s/ Yvette Kosic  
Name: Yvette Kosic  
Title: Attorney-in-Fact

GSMP V INSTITUTIONAL US, LTD.

By: /s/ Yvette Kosic  
Name: Yvette Kosic  
Title: Attorney-in-Fact

GS MEZZANINE PARTNERS V OFFSHORE FUND,  
L.P.

BY: GS Mezzanine Partners V Offshore  
Fund, L.L.C.,  
its General Partner

By: /s/ Yvette Kosic  
Name: Yvette Kosic  
Title: Attorney-in-Fact

GSMP V OFFSHORE US, LTD.

By: /s/ Yvette Kosic  
Name: Yvette Kosic  
Title: Attorney-in-Fact

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## SCHEDULE I

The name of each director of The Goldman Sachs Group, Inc. is set forth below. The business address of each person listed below is c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004. Each person is a citizen of the United States of America except for Claes Dahlback, who is a citizen of Sweden. The present principal occupation or employment of each of the listed persons is set forth below.

Name	Present Principal Occupation
Lloyd C. Blankfein	Chairman of the Board and Chief Executive Officer of The Goldman Sachs Group, Inc.
Gary D. Cohn	President and Co-Chief Operating Officer of The Goldman Sachs Group, Inc.
Jon Winkelried	President and Co-Chief Operating Officer of The Goldman Sachs Group, Inc.
John H. Bryan	Retired Chairman and Chief Executive Officer of Sara Lee Corporation
Claes Dahlback	Senior Advisor to Investor AB and Senior Advisor to Foundation Asset Management
Stephen Friedman	Chairman of Stone Point Capital
William W. George	Professor of Management Practice at the Harvard Business School, Retired Chairman and Chief Executive Officer of Medtronic, Inc.
Rajat K. Gupta	Senior Partner of McKinsey & Company
James A. Johnson	Vice Chairman of Perseus, L.L.C.
Lois D. Juliber	Retired Vice Chairman of Colgate-Palmolive Company
Edward M. Liddy	Chairman of the Board of The Allstate Corporation
Ruth J. Simmons	President of Brown University

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## SCHEDULE II-A

The name, position and present principal occupation of each executive officer of (i) GSCP VI Advisors, L.L.C., the sole general partner of GS Capital Partners VI Fund, L.P., (ii) GSCP VI Offshore Advisors, L.L.C., the sole general partner of GS Capital Partners VI Offshore Fund, L.P. (iii) GS Advisors VI, L.L.C., the sole general partner of GS Capital Partners VI Parallel, L.P., (iv) GS Mezzanine Partners V Onshore Fund, L.L.C., the sole general partners of GS Mezzanine Partners V Onshore Fund, L.P., (v) GS Mezzanine Partners V Institutional Fund, L.L.C., the sole general partners of GS Mezzanine Partners V Institutional Fund, L.P., and (vi) GS Mezzanine Partners V Offshore Fund, L.L.C., the sole general partner of GS Mezzanine Partners V Offshore Fund, L.P. are set forth below.

The business address for all the executive officers listed below is c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004, except as follows: The business address of each of Hughes B. Lepic, Michael M. Furth, Robert R. Gheewalla and Sanjay H. Patel is Peterborough Court, 133 Fleet Street, London EC4A 2BB, England. The business address of each of Stephanie M. Hui, Sang Gyun Ahn and Andrew Wolff is Cheung Kong Center, 68th Floor, 2 Queens Road, Central, Hong Kong. The business address of each of Joseph P. DiSabato and Peter J. Perrone is 555 California Street, San Francisco, CA 94104. The business address of Muneer A. Satter is 71 South Wacker Drive, Chicago, IL 60606. The business address of Ankur A. Sahu is Roppongi Hills, Mori Tower, Level 43-48, 10-1, Roppongi 6-chome, Minato-ku, Tokyo, 106-6147, Japan.

All executive officers listed below are United States citizens, except as follows: Hughes B. Lepic is a citizen of France; Adrian M. Jones and Michael M. Furth are citizens of Ireland; Oliver Thym is a citizen of Germany; Ankur A. Sahu is a citizen of India; Sang Gyun Ahn is a citizen of South Korea; and Stephanie M. Hui is a citizen of the United Kingdom.

Name	Position	Present Principal Occupation
Richard A. Friedman	President	Managing Director of Goldman, Sachs & Co.
Ben I. Adler	Managing Director and Vice President, Assistant Secretary and Assistant General Counsel	Managing Director of Goldman, Sachs & Co.
Sang Gyun Ahn	Managing Director and Vice President	Managing Director of Goldman Sachs (Asia) L.L.C.
John E. Bowman	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Gerald J. Cardinale	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Henry Cornell	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Joseph P. DiSabato	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Katherine B. Enquist	Managing Director, Vice President and Secretary	Managing Director of Goldman, Sachs & Co.
Michael M. Furth	Managing Director and Vice President	Managing Director of Goldman Sachs International
Robert R. Gheewalla	Managing Director and Vice President	Managing Director of Goldman Sachs International
Joseph H. Gleberman	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Bradley J. Gross		Managing Director of Goldman, Sachs & Co.

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	Managing Director and Vice President	
Melina E. Higgins	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Stephanie M. Hui	Managing Director and Vice President	Managing Director of Goldman Sachs (Asia) L.L.C.
Adrian M. Jones	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Hughes B. Lepic	Managing Director and Vice President	Managing Director of Goldman Sachs International
Sanjeev K. Mehra	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Sanjay H. Patel	Managing Director and Vice President	Managing Director of Goldman Sachs International
Peter J. Perrone	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Kenneth A. Pontarelli	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Ankur A. Sahu	Managing Director and Vice President	Managing Director of Goldman Sachs (Japan) L.L.C.
Muneer A. Satter	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Oliver Thym	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Andrew E. Wolff	Managing Director and Vice President	Managing Director of Goldman Sachs (Asia) L.L.C.
Elizabeth C. Fascitelli	Treasurer	Managing Director of Goldman, Sachs & Co.

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## SCHEDULE II-B

The name, position and present principal occupation of each executive officer of (i) GSMP Onshore US, Ltd., (ii) GSMP Offshore US, Ltd., and (iii) GSMP Institutional US, Ltd. are set forth below.

The business address for each of the executive officers listed below is c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004, except as follows: The business address of each of Hughes B. Lopic, Michael M. Furth, Robert R. Gheewalla and Sanjay H. Patel is Peterborough Court, 133 Fleet Street, London EC4A 2BB, England. The business address of each of Stephanie M. Hui, Sang Gyun Ahn and Andrew Wolff is Cheung Kong Center, 68th Floor, 2 Queens Road, Central, Hong Kong. The business address of each of Joseph P. DiSabato and Peter J. Perrone is 555 California Street, San Francisco, CA 94104. The business address of Muneer A. Satter is 71 South Wacker Drive, Chicago, IL 60606. The business address of Ankur A. Sahu is Roppongi Hills, Mori Tower, Level 43-48, 10-1, Roppongi 6-chome, Minato-ku, Tokyo, 106-6147, Japan.

All executive officers listed below are United States citizens, except as follows: Hughes B. Lopic is a citizen of France; Adrian M. Jones and Michael M. Furth are citizens of Ireland; Oliver Thym is a citizen of Germany; Ankur A. Sahu is a citizen of India; Sang Gyun Ahn is a citizen of South Korea; and Stephanie M. Hui is a citizen of the United Kingdom.

Name	Position	Present Principal Occupation
Richard A. Friedman	President	Managing Director of Goldman, Sachs & Co.
Ben I. Adler	Managing Director and Vice President, Assistant Secretary and Assistant General Counsel	Managing Director of Goldman, Sachs & Co.
Sang Gyun Ahn	Managing Director and Vice President	Managing Director of Goldman Sachs (Asia) L.L.C.
John E. Bowman	Managing Director, Vice President and Director	Managing Director of Goldman, Sachs & Co.
Gerald J. Cardinale	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Henry Cornell	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Joseph P. DiSabato	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Katherine B. Enquist	Managing Director, Vice President, Secretary and Director	Managing Director of Goldman, Sachs & Co.
Michael M. Furth	Managing Director and Vice President	Managing Director of Goldman Sachs International
Robert R. Gheewalla	Managing Director and Vice President	Managing Director of Goldman Sachs International
Joseph H. Gleberman	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Bradley J. Gross	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Melina E. Higgins	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Stephanie M. Hui	Managing Director and Vice President	Managing Director of Goldman Sachs (Asia) L.L.C.

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Adrian M. Jones	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Hughes B. Lepic	Managing Director and Vice President	Managing Director of Goldman Sachs International
Sanjeev K. Mehra	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Sanjay H. Patel	Managing Director and Vice President	Managing Director of Goldman Sachs International
Peter J. Perrone	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Kenneth A. Pontarelli	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Ankur A. Sahu	Managing Director and Vice President	Managing Director of Goldman Sachs (Japan) L.L.C.
Muneer A. Satter	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Oliver Thym	Managing Director and Vice President	Managing Director of Goldman, Sachs & Co.
Andrew E. Wolff	Managing Director and Vice President	Managing Director of Goldman Sachs (Asia) L.L.C.
Elizabeth C. Fascitelli	Treasurer	Managing Director of Goldman, Sachs & Co.

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## SCHEDULE II-C

The name, position and present principal occupation of each executive officer of GS Management GP GmbH, the sole managing partner of GS Capital Partners VI GmbH & Co. KG, are set forth below.

The business address for each of the executive officers listed below is c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004, except for each of Sanjay H. Patel and Simon B. Cresswell, each of whose business address is Peterborough Court, 133 Fleet Street, London EC4A 2BB, England.

All executive officers listed below are United States citizens, except for Sarah E. Smith, who is a citizen of the United Kingdom, and Simon B. Cresswell, who is a citizen of Australia.

Name	Position	Present Principal Occupation
Richard A. Friedman	Managing Director	Managing Director of Goldman, Sachs & Co.
Joseph H. Gleberman	Managing Director	Managing Director of Goldman, Sachs & Co.
Ben I. Adler	Managing Director	Managing Director of Goldman, Sachs & Co.
Henry Cornell	Managing Director	Managing Director of Goldman, Sachs & Co.
Esta E. Stecher	Managing Director	Managing Director of Goldman, Sachs & Co.
Elizabeth C. Fascitelli	Managing Director	Managing Director of Goldman, Sachs & Co.
Sarah E. Smith	Managing Director	Managing Director of Goldman, Sachs & Co.
Katherine B. Enquist	Managing Director	Managing Director of Goldman, Sachs & Co.
John E. Bowman	Managing Director	Managing Director of Goldman, Sachs & Co.
Sanjay H. Patel	Managing Director	Managing Director of Goldman Sachs International
Simon B. Cresswell	Managing Director	Vice President of Goldman Sachs International

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## SCHEDULE II-D

The name and principal occupation of each member of the Principal Investment Area Investment Committee of Goldman, Sachs & Co., which exercises the authority of Goldman, Sachs & Co. in managing GSCP VI Advisors, L.L.C., GS Capital Partners VI Fund, L.P., GSCP VI Offshore Advisors, L.L.C., GS Capital Partners VI Offshore Fund, L.P., GS Advisors VI, L.L.C., GS Capital Partners VI Parallel, L.P., GS Capital Partners VI GmbH & Co. KG, GS Mezzanine Partners V Onshore Fund, L.P., GS Mezzanine Partners V Institutional Fund, L.P., GS Mezzanine Partners V Offshore Fund, L.P., GSMP Onshore US, Ltd., GSMP Offshore US, Ltd., and GSMP Institutional US, Ltd. are set forth below.

The business address for each member listed below is c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004, except as follows: The business address of each of Robert R. Gheewalla, Hughes B. Lepic, Sanjay H. Patel and Yoel Zaoui is Peterborough Court, 133 Fleet Street, London EC4A 2BB, England. The business address of each of Muneer A. Satter and Byron D. Trott is 71 South Wacker Drive, Chicago, IL 60606. The business address of each of Hsueh J. Sung and Andrew E. Wolff is Cheung Kong Center, 68th Floor, 2 Queens Road, Central, Hong Kong. The business address of Ankur A. Sahu is Roppongi Hills, Mori Tower, Level 43-48, 10-1, Roppongi 6-chome, Minato-ku, Tokyo, 106-6147, Japan.

All members listed below are United States citizens, except as follows: Sarah E. Smith is a citizen of the United Kingdom; Hughes B. Lepic and Yoel Zaoui are citizens of France; Adrian M. Jones is a citizen of Ireland; Ankur A. Sahu is a citizen of India and Hsueh Sung is a citizen of Taiwan.

Name	Present Principal Occupation
Richard A. Friedman	Managing Director of Goldman, Sachs & Co.
Joseph H. Gleberman	Managing Director of Goldman, Sachs & Co.
Henry Cornell	Managing Director of Goldman, Sachs & Co.
Sanjeev K. Mehra	Managing Director of Goldman, Sachs & Co.
Muneer A. Satter	Managing Director of Goldman, Sachs & Co.
Joe DiSabato	Managing Director of Goldman, Sachs & Co.
Adrian M. Jones	Managing Director of Goldman, Sachs & Co.
Melina E. Higgins	Managing Director of Goldman, Sachs & Co.
Hsueh J. Sung	Managing Director of Goldman Sachs (Asia) L.L.C.
Ben I. Adler	Managing Director of Goldman, Sachs & Co.
Elizabeth C. Fascitelli	Managing Director of Goldman, Sachs & Co.
Michael E. Koester	Managing Director of Goldman, Sachs & Co.
Kenneth A. Pontarelli	Managing Director of Goldman, Sachs & Co.
Ankur A. Sahu	Managing Director of Goldman Sachs (Japan) L.L.C.
Andrew E. Wolff	Managing Director of Goldman Sachs (Asia) L.L.C.
Sarah E. Smith	Managing Director of Goldman, Sachs & Co.
Robert R. Gheewalla	Managing Director of Goldman, Sachs International
Hughes B. Lepic	Managing Director of Goldman, Sachs International
Gerald J. Cardinale	Managing Director of Goldman, Sachs & Co.
Sanjay H. Patel	Managing Director of Goldman, Sachs International
Byron D. Trott	Managing Director of Goldman, Sachs & Co.
Yoel Zaoui	Managing Director of Goldman, Sachs International

### SCHEDULE III

On April 28, 2003, without admitting or denying liability, ten investment banking firms including Goldman, Sachs & Co. (“Goldman Sachs”), entered into global settlements with the Securities and Exchange Commission (“SEC”), the New York Stock Exchange, Inc. (“NYSE”), the National Association of Securities Dealers (“NASD”) and certain states to resolve the investigations relating to equity research analyst conflicts of interest. Goldman Sachs was charged with violating NYSE Rules 342, 401, 472 and 475, and NASD Conduct Rules 2110, 2210 and 3010. Goldman Sachs also agreed to a censure by the NYSE and the NASD and to pay a total of \$110,000,000 and to adopt a set of industry-wide reforms of its research and investment banking businesses and to adopt certain restrictions on the allocations of “hot” IPO shares. The terms of the global settlement were entered into an order by a federal court in the Southern District of New York, on October 31, 2003 (Civil Action Number 03CV 2944).

On September 4, 2003, Goldman Sachs and the SEC settled administrative proceedings relating to certain trading in U.S. Treasury securities by Goldman Sachs on the morning of October 31, 2001. The Staff of the SEC alleged that Goldman Sachs violated (i) Section 15(c)(1) and Rule 15c1-2 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as a result of certain trading in U.S. Treasury bonds over an eight minute period on October 31, 2001; and (ii) of the Exchange Act by failing to maintain policies and procedures specifically addressed to the possible misuse of non-public information obtained from outside consultants. Under the Offer of Settlement submitted by Goldman Sachs and accepted by the SEC, without admitting or denying the SEC’s allegations, Goldman Sachs consented to the entry of an Order that, among other things, (i) censured Goldman Sachs; (ii) directed Goldman Sachs to cease and desist from committing or causing any violations of Section 15(c)(1)(A) & (C) and 15(f) and Rule 15c1-2 of the Exchange Act; (iii) ordered Goldman Sachs to pay disgorgement and prejudgment interest in the amount of \$1,742,642, and a civil monetary penalty of \$5 million; and (iv) directed Goldman Sachs to conduct a review of its policies and procedures and to adopt, implement and maintain policies and procedures consistent with the Order and that review. Goldman Sachs also undertook to pay \$2,562,740 in disgorgement and interest relating to certain trading in U.S. Treasury bond futures during the same eight minute period.

On July 1, 2004, Goldman Sachs and the SEC settled administrative proceedings relating to communications from Goldman Sachs sales traders on its Asian Shares Sales Desk to certain institutional customers and news media concerning four international public securities offerings during the period between October 1999 and March 2000. The SEC alleged (i) that certain of these communications by Goldman Sachs employees were made after the registration statements pertaining to those offerings were filed, but not yet declared effective by the SEC, in violation of Section 5(b) of the Securities Act of 1933 (the “Securities Act”) and (ii) that certain comments to the news media by Goldman Sachs with respect to one of the offerings constituted an offer to sell securities in violation of Section 5(c) of the Securities Act. The SEC also alleged that Goldman Sachs failed to adequately supervise the Asian Shares Sales Desk traders, as required by Section 15(b)(4)(E) of the Exchange Act. Under the Offer of Settlement submitted by Goldman Sachs and accepted by the SEC, without admitting or denying the SEC’s allegations, Goldman Sachs consented to the entry of an Order that, among other things, directed Goldman Sachs to cease and desist from committing or causing any violations of Sections 5(b) and 5(c) of the Securities Act, and ordered Goldman Sachs to pay a civil monetary penalty of \$2 million.

On January 24, 2005, the SEC filed an action in the U.S. District Court for the Southern District of New York alleging that Goldman Sachs violated Rule 101 of the Regulation M under the Exchange Act by attempting to induce, or inducing certain investors to make, aftermarket purchases of certain initial public offerings underwritten by Goldman Sachs during 2000. On February 4, 2005, without admitting or denying the allegations of the complaint, a final judgment was entered against Goldman Sachs, with the consent of Goldman Sachs, under which Goldman Sachs was permanently restrained and enjoined from violating Rule 101 of Regulation M and required to pay a \$40 million civil penalty, which was paid on March 31, 2005.

In May 2006, the SEC alleged that fourteen investment banking firms, including Goldman Sachs, violated Section 17(a)(2) of the Securities Act, by engaging in one or more practices relating to auctions of auction rate securities during the period from January 1, 2003 through June 30, 2004 as described in the cease-and-desist order entered by the SEC. Goldman Sachs has agreed to provide certain disclosures about its material auction practices and procedures to auction participants and to certify to the SEC that it has implemented certain procedures relating to the auction process. As part of a multi-firm settlement, Goldman Sachs submitted an Offer of Settlement which was accepted by the SEC on May 31, 2006. Without admitting or denying the allegations, Goldman Sachs consented to a censure and cease-and-desist order and payment of a \$1,500,000 civil money penalty.

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## SCHEDULE IV

Security	Purchases (P) / Sales (S)	Price	Quantity	Trade Date	Settlement Date
Common Stock, par value \$0.01 per share (MGI)	S	5.040	300	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.080	100	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.120	100	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.130	400	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.160	300	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.180	100	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.190	100	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.210	100	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.230	100	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.240	100	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.250	100	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.260	100	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.270	400	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.280	1,600	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.300	400	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.310	1,000	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.340	500	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.080	400	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.180	200	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.190	200	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.210	200	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.240	200	1/25/2008	1/30/2008

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Common Stock, par value \$0.01 per share (MGI)	S	5.250	200	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.260	400	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.270	200	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.280	400	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.300	200	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.310	800	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.340	200	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.040	300	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.060	300	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.070	300	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.090	300	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.100	300	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.110	300	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.120	600	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.130	600	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.140	600	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.230	300	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.240	300	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.260	300	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.270	900	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.280	300	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.290	1,200	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.300	1,800	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.310	600	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.320	300	1/25/2008	1/30/2008
	S	5.330	300	1/25/2008	1/30/2008

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Common Stock, par value \$0.01 per share (MGI)					
Common Stock, par value \$0.01 per share (MGI)	S	5.050	400	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.280	400	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.290	400	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.040	500	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.070	500	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.110	500	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.120	500	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.270	500	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.290	500	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.300	500	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.330	500	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.120	600	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.230	600	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.270	1,900	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.070	100	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.300	100	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.100	2,000	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.300	600	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.260	100	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.290	100	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.260	300	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.220	500	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.210	924	1/25/2008	1/30/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.150	13	1/25/2008	1/30/2008
	P	5.300	22	1/28/2008	1/31/2008

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Common Stock, par value \$0.01 per share (MGI)					
Common Stock, par value \$0.01 per share (MGI)	P	5.370	3,425	1/28/2008	1/31/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.270	179	1/28/2008	1/31/2008
Common Stock, par value \$0.01 per share (MGI)	P	5.670	317	1/29/2008	2/1/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.670	317	1/29/2008	2/1/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.320	25	1/29/2008	2/1/2008
Common Stock, par value \$0.01 per share (MGI)	P	5.250	15	1/30/2008	2/4/2008
Common Stock, par value \$0.01 per share (MGI)	P	5.690	317	1/30/2008	2/4/2008
Common Stock, par value \$0.01 per share (MGI)	P	5.650	3	1/30/2008	2/4/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.970	100	1/30/2008	2/4/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.060	100	1/30/2008	2/4/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.980	100	1/30/2008	2/4/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.990	100	1/30/2008	2/4/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.590	152	1/30/2008	2/4/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.600	200	1/30/2008	2/4/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.610	132	1/30/2008	2/4/2008
Common Stock, par value \$0.01 per share (MGI)	P	5.340	1,300	1/31/2008	2/5/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.300	10	1/31/2008	2/5/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.860	18	1/31/2008	2/5/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.340	852	1/31/2008	2/5/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.720	14	1/31/2008	2/5/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.320	8	2/1/2008	2/6/2008
Common Stock, par value \$0.01 per share (MGI)	P	6.390	7	2/4/2008	2/7/2008
Common Stock, par value \$0.01 per share (MGI)	P	6.000	1,215	2/5/2008	2/8/2008
Common Stock, par value \$0.01 per share (MGI)	P	5.605	170	2/5/2008	2/6/2008
	P	5.930	4	2/5/2008	2/8/2008

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Common Stock, par value \$0.01 per share (MGI)					
Common Stock, par value \$0.01 per share (MGI)	S	5.700	100	2/5/2008	2/8/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.600	70	2/5/2008	2/8/2008
Common Stock, par value \$0.01 per share (MGI)	P	5.550	414,471	2/6/2008	2/11/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.550	1,071	2/6/2008	2/11/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.520	321	2/6/2008	2/11/2008
Common Stock, par value \$0.01 per share (MGI)	P	5.690	134	2/7/2008	2/12/2008
Common Stock, par value \$0.01 per share (MGI)	P	5.500	6	2/7/2008	2/12/2008
Common Stock, par value \$0.01 per share (MGI)	P	5.690	997	2/7/2008	2/12/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.640	100	2/7/2008	2/12/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.540	300	2/7/2008	2/12/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.115	100	2/7/2008	2/12/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.085	200	2/7/2008	2/12/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.080	400	2/7/2008	2/12/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.085	1,200	2/7/2008	2/12/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.475	800	2/7/2008	2/12/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.460	1,200	2/7/2008	2/12/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.490	1,200	2/7/2008	2/12/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.135	2,100	2/7/2008	2/12/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.225	2,100	2/7/2008	2/12/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.085	22,500	2/7/2008	2/12/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.226	41,300	2/7/2008	2/12/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.550	300	2/7/2008	2/12/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.540	600	2/7/2008	2/12/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.550	600	2/7/2008	2/12/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.500	700	2/8/2008	2/13/2008

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Common Stock, par value \$0.01 per share (MGI)					
Common Stock, par value \$0.01 per share (MGI)	S	5.510	600	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.520	1,000	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.530	500	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.550	500	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.560	200	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.570	200	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.580	200	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.590	300	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.500	200	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.510	600	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.520	200	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.530	200	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.550	400	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.560	200	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.570	200	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.590	200	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.510	1,200	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.520	600	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.530	600	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.560	300	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.570	300	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.580	300	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.540	500	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.500	100	2/8/2008	2/13/2008
	S	5.510	300	2/8/2008	2/13/2008

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Common Stock, par value \$0.01 per share (MGI)					
Common Stock, par value \$0.01 per share (MGI)	S	5.590	100	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.500	300	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.510	900	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.520	100	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.550	100	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.490	100	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.500	700	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.510	500	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.520	300	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.540	100	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.550	100	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.560	1,500	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.570	900	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.580	300	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.590	300	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.600	100	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.610	400	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.630	100	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.640	300	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.660	200	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.670	100	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.500	400	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.510	400	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.560	200	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.570	400	2/8/2008	2/13/2008

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Common Stock, par value \$0.01 per share (MGI)					
Common Stock, par value \$0.01 per share (MGI)	S	5.600	600	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.630	200	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.510	600	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.550	300	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.570	300	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.580	600	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.590	300	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.660	300	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.500	400	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.510	400	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.570	400	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.590	1,200	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.600	400	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.500	500	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.540	500	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.550	500	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.570	600	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.600	700	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.640	79	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.550	300	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.560	700	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.570	900	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.580	200	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.600	200	2/8/2008	2/13/2008
	S	5.640	400	2/8/2008	2/13/2008



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Common Stock, par value \$0.01 per share (MGI)					
Common Stock, par value \$0.01 per share (MGI)	S	5.660	600	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.670	300	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.640	673	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.660	200	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.640	227	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.620	300	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.670	600	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.580	500	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.550	600	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.590	400	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.670	600	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.720	4	2/8/2008	2/13/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.300	500	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.310	1,400	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.320	800	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.330	1,200	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.340	2,900	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.350	200	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.300	600	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.310	600	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.320	200	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.330	600	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.340	600	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.350	200	2/11/2008	2/14/2008
	S	5.310	300	2/11/2008	2/14/2008

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Common Stock, par value \$0.01 per share (MGI)					
Common Stock, par value \$0.01 per share (MGI)	S	5.320	600	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.330	600	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.340	900	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.300	400	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.330	400	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.340	800	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.350	400	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.320	1,500	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.330	3,000	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.340	2,000	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.350	500	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.340	100	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.330	2,100	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.340	400	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.330	500	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.310	2,263	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.290	200	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.300	500	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.310	300	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.320	200	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.330	500	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.340	900	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.350	2,100	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.360	900	2/11/2008	2/14/2008
	S	5.370	200	2/11/2008	2/14/2008

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Common Stock, par value \$0.01 per share (MGI)					
Common Stock, par value \$0.01 per share (MGI)	S	5.450	100	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.460	100	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.470	100	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.510	100	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.540	100	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.560	100	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.310	400	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.320	600	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.330	400	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.340	200	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.350	1,200	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.360	400	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.370	200	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.480	200	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.300	600	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.310	300	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.320	300	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.340	300	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.350	1,900	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.360	400	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.310	424	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.320	19	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.330	194	2/11/2008	2/14/2008
Common Stock, par value \$0.01 per share (MGI)	P	4.910	946	2/12/2008	2/15/2008
	P	5.900		2/12/2008	2/15/2008

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Common Stock, par value \$0.01 per share (MGI)					
Common Stock, par value \$0.01 per share (MGI)	S	4.780	100	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.840	200	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.870	100	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.890	100	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.940	100	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.950	100	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.000	200	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.990	100	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.650	100	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.670	100	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.680	100	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.690	100	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.720	200	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.730	100	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.740	100	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.750	300	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.760	200	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.770	500	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.780	800	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.790	900	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.800	500	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.810	600	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.820	200	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.830	500	2/12/2008	2/15/2008
	S	4.840	400	2/12/2008	2/15/2008

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Common Stock, par value \$0.01 per share (MGI)					
Common Stock, par value \$0.01 per share (MGI)	S	4.850	600	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.860	1,100	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.870	800	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.880	1,600	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.890	1,600	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.900	1,000	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.910	200	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.920	200	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.930	100	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.940	600	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.950	300	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.960	800	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.970	600	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.980	1,000	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	4.990	1,000	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.000	1,700	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.010	600	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.020	300	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.030	400	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.040	1,800	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.050	700	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S	5.060	300	2/12/2008	2/15/2008
Common Stock, par value \$0.01 per share (MGI)	S				