

GS MEZZANINE PARTNERS V OFFSHORE FUND, L.L.C.

Form 3

April 07, 2008

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

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 GSMP V ONSHORE US, LTD.

(Last) (First) (Middle)

85 BROAD STREET

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 03/25/2008

3. Issuer Name and Ticker or Trading Symbol  
 MONEYGRAM INTERNATIONAL INC [MGI]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)  
 See (1), (2) and (3)

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

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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security  
 (Instr. 4)

2. Amount of Securities Beneficially Owned  
 (Instr. 4)

3. Ownership Form:  
 Direct (D)  
 or Indirect (I)  
 (Instr. 5)

4. Nature of Indirect Beneficial Ownership  
 (Instr. 5)

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

1. Title of Derivative Security  
 (Instr. 4)

2. Date Exercisable and Expiration Date  
 (Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security  
 (Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:  
 Direct (D)  
 or Indirect (I)

6. Nature of Indirect Beneficial Ownership  
 (Instr. 5)

(Instr. 5)

Series B-1 Part. Conv. Pref. Stk., par value \$0.01	Â (3)	Â (3)	Series D Part. Conv. Pref. Stk., 109,000 par value \$0.01, see (2)	\$ (3)	I	See (1) (4)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GSMP V ONSHORE US, LTD. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GS MEZZANINE PARTNERS V ONSHORE FUND, L.P. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GS MEZZANINE PARTNERS V ONSHORE FUND, L.L.C. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GSMP V INSTITUTIONAL US, LTD. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GS MEZZANINE PARTNERS V INSTITUTIONAL FUND, L.P. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GS MEZZANINE PARTNERS V INSTITUTIONAL FUND, L.L.C. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GSMP V OFFSHORE US, LTD. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GS MEZZANINE PARTNERS V OFFSHORE FUND, L.P. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GS MEZZANINE PARTNERS V OFFSHORE FUND, L.L.C. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)

## Signatures

See Exhibit 99.2                      04/08/2008

\_\_Signature of                      Date  
Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) See Exhibit 99.1 for text of Footnote 1.
- (2) See Exhibit 99.1 for text of Footnote 2.
- (3) See Exhibit 99.1 for text of Footnote 3.
- (4) See Exhibit 99.1 for text of Footnote 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.  
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