

MONEYGRAM INTERNATIONAL INC  
Form SC 13D/A  
November 28, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 5)

MoneyGram International, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

60935Y208

(CUSIP Number)

Ben I. Adler, Esq.  
Goldman, Sachs & Co.  
200 West Street  
New York, New York 10282-2198  
(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 Person Authorized to Receive Notices and Communications)

November 23, 2011

(Date of Event which Requires Filing of this Statement)

If the Reporting 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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

[ ].

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. 60935Y208

13D

1 NAMES OF REPORTING PERSON

The Goldman Sachs Group, Inc.

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)  o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7  
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8  
OWNED

SHARED VOTING POWER

14,176,820

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

14,176,820

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,176,820

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

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

19.8% (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 71,489,709 shares of Common Stock outstanding, which is the sum of (a) 57,341,017 shares of Common Stock outstanding as of November 10, 2011, as set forth in the Preliminary Prospectus Supplement, filed November 14, 2011, plus (b) 14,148,692 shares of Common Stock issuable upon the conversion by a holder other than the Reporting Persons or their affiliates, subject to certain limitations, of the 113,189.5678 shares of Series D Participating Convertible Preferred Stock of the Issuer issued to the Reporting Persons pursuant to the Recapitalization Agreement. The shares of Series D participating Convertible Preferred Stock held by the Reporting Persons do not vote as a class with the Common Stock.

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CUSIP No. 60935Y208

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 SHARES	7	SOLE VOTING POWER
		0
BENEFICIALLY OWNED	8	SHARED VOTING POWER
		13,787,407
BY EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
		0
PERSON WITH	10	SHARED DISPOSITIVE POWER
		13,787,407

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,787,407

12

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

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

19.3%

14 TYPE OF REPORTING PERSON

BD; PN; IA

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CUSIP No. 60935Y208

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

5,138,163

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

5,138,163

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,138,163

12

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

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

*7.2%*

14 TYPE OF REPORTING PERSON

OO

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CUSIP No. 60935Y208

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)

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

5,138,163

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

5,138,163

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,138,163

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

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

7.2%

14 TYPE OF REPORTING PERSON

PN

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CUSIP No. 60935Y208

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

1,412,907

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

1,412,907

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,412,907

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

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

2.0%

14 TYPE OF REPORTING PERSON

OO

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CUSIP No. 60935Y208

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

4,273,744

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

4,273,744

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,273,744

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

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

6.0%

14 TYPE OF REPORTING PERSON

OO

---

CUSIP No. 60935Y208

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

4,273,744

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

4,273,744

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,273,744

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

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

6.0%

14 TYPE OF REPORTING PERSON

PN

---



CUSIP No. 60935Y208

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

182,610

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

182,610

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

182,610

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

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

0.3%

14 TYPE OF REPORTING PERSON

OO

---

CUSIP No. 60935Y208

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 SOLE VOTING POWER  
SHARES

0

BENEFICIALLY 8 SHARED VOTING POWER  
OWNED

1,412,907

BY EACH 9 SOLE DISPOSITIVE POWER  
REPORTING

0

PERSON 10 SHARED DISPOSITIVE POWER  
WITH

1,412,907

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,412,907

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

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

2.0%

14 TYPE OF REPORTING PERSON

PN

---

CUSIP No. 60935Y208

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

182,610

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

182,610

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

182,610

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

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

0.3%

14 TYPE OF REPORTING PERSON

PN

---

CUSIP No. 60935Y208

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 7  
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8  
OWNED

SHARED VOTING POWER

1,062,033

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

1,062,033

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,062,033

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

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

1.5%

14 TYPE OF REPORTING PERSON

OO

---



CUSIP No. 60935Y208

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

1,062,033

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

1,062,033

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,062,033

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

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

1.5%

14 TYPE OF REPORTING PERSON

PN

---

CUSIP No. 60935Y208

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 7  
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8  
OWNED

SHARED VOTING POWER

1,062,033

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

1,062,033

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,062,033

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

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

1.5%

14 TYPE OF REPORTING PERSON

OO

---

CUSIP No. 60935Y208

13D

1 NAMES OF REPORTING PERSON

GSMP V Institutional 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

102,959

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

102,959

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

102,959

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

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

0.1%

14 TYPE OF REPORTING PERSON

OO

---

CUSIP No. 60935Y208

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)

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

102,959

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

102,959

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

102,959

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

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

0.1%

14 TYPE OF REPORTING PERSON

PN

---



CUSIP No. 60935Y208

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

102,959

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

102,959

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

102,959

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

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

0.1%

14 TYPE OF REPORTING PERSON

OO

---

CUSIP No. 60935Y208

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

1,586,863

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

1,586,863

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,586,863

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

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

2.2%

14 TYPE OF REPORTING PERSON

OO

---

CUSIP No. 60935Y208

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

1,586,863

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

1,586,863

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,586,863

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

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

2.2%

14 TYPE OF REPORTING PERSON

PN

---

CUSIP No. 60935Y208

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

1,586,863

BY EACH 9  
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10  
WITH

SHARED DISPOSITIVE POWER

1,586,863

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,586,863

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

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

2.2%

14 TYPE OF REPORTING PERSON

OO

---



CUSIP No. 60935Y208

This Amendment No.5 (this “Amendment No. 5”) supplements and amends certain information in the Schedule 13D filed on April 4, 2008, as amended by Amendment No. 1, filed March 9, 2011, Amendment No. 2 filed May 9, 2011, Amendment No. 3 filed May 23, 2011 and Amendment No. 4 filed November 16, 2011 (the “Original 13D” and, together with this Amendment No. 5, the “Schedule 13D”) on behalf of 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”).

#### ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Original 13D is hereby amended by adding the following immediately before the final two paragraphs thereof:

“Pursuant to an underwriting agreement, dated November 17, 2011 (the “Underwriting Agreement”), by and among Morgan Stanley & Co. LLC, Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and Wells Fargo Securities, LLC (together with several underwriters named in Schedule II thereto, the “Underwriters”), the Company and the selling stockholders named in Schedule I thereto (the “Selling Stockholders”), the Underwriters agreed to purchase from the Selling Stockholders and the Selling Stockholders agreed to sell to the Underwriters an aggregate of 9,250,000 shares of Common Stock (the “Sale”), which aggregate amount includes 60,000 shares of Series D Preferred Stock held by the Reporting Persons, which were converted pursuant to the terms of the Series D Preferred Stock into 7,500,000 shares of Common Stock in the Sale. In addition, pursuant to the Underwriting Agreement, the Underwriters were granted an option to sell an additional 5,550 shares of Series D Preferred Stock (which shares would convert into an additional 693,750 shares of Common Stock (if all such shares were sold) in connection with any such sale) if such option is exercised by the Underwriters (the “Over-Allotment Option”).

Pursuant to the final prospectus (the “Offering Prospectus”) filed by the Company on November 18, 2011 (the “Offering Prospectus Date”), the public offering price in the public offering of Common Stock by the Company was \$16.25 per share of Common Stock and the underwriting discount was \$ 0.71094 per share of Common Stock. Pursuant to the Underwriting Agreement, the Underwriters agreed to purchase 9,250,000 shares of Common Stock in the Sale and have not exercised the Over-Allotment Option in such Sale. Accordingly, the Reporting Persons sold an aggregate of 60,000 shares of Series D Preferred Stock (which shares converted into 7,500,000 shares of Common Stock in such Sale to the Underwriters and received a price per share of Common Stock of \$15.53906 (which is net of underwriting discounts and commissions) for an aggregate amount of \$116,542,950.00.

The Underwriting Agreement contains standard terms and conditions for a public offering including customary representations and warranties and indemnity provisions. The foregoing description of the Underwriting Agreement is not intended to be complete and is qualified in its entirety by the complete text of the Underwriting Agreement, the form of which is incorporated herein by reference to Exhibit 1.1 to the Company’s 8-K filed on November 18, 2011.

The Sale was consummated on November 23, 2011.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 of the Original 13D is hereby amended as follows:

(i) In connection with the Sale, Subsection (a) is amended and restated in its entirety as follows:

“As of November 23, 2011, GS Group may be deemed to beneficially own an aggregate of 14,176,820 shares of Common Stock, consisting of (i) 113,189.5678 shares of Series D Preferred Stock acquired by the GS Investors on the Recapitalization Closing Date, which are convertible by a holder other than the Reporting Persons or their affiliates, that receives such shares in a Widely Dispersed Offering into 14,148,692 shares of Common Stock and (ii) 28,128 shares of Common Stock acquired by Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group in ordinary course trading activities, representing in the aggregate approximately 19.8% of the outstanding Common Stock. The Reporting Persons disclaim beneficial ownership of shares of Common Stock held in Managed Accounts.

As of November 23, 2011, Goldman Sachs may be deemed to beneficially own an aggregate of 13,787,407 shares of Common Stock, consisting of (i) 110,074.2584 shares of Series D Preferred Stock acquired by the GS Investors on the Recapitalization Closing Date, which are convertible by a holder other than the Reporting Persons or their affiliates, that receives such shares in a Widely Dispersed Offering into 13,759,279 shares of Common Stock and (ii) 28,128 shares of Common Stock acquired by Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group in ordinary course trading activities, representing in the aggregate approximately 19.3% of the outstanding Common Stock. The Reporting Persons disclaim beneficial ownership of shares of Common Stock held in Managed Accounts.

As of November 23, 2011, GSCP Advisors and GS Capital may each be deemed to beneficially own an aggregate of 5,138,163 shares of Common Stock, consisting of 41,105.3079 shares of Series D Preferred Stock acquired by the GS Investors on the Recapitalization Closing Date, which are convertible by a holder, other than the Reporting Persons or their affiliates, that receives such shares in a Widely Dispersed Offering into 5,138,163 shares of Common Stock, representing in the aggregate approximately 7.2% of the outstanding Common Stock.

As of November 23, 2011, GSCP Offshore Advisors and GS Offshore may each be deemed to beneficially own an aggregate of 4,273,744 shares of Common Stock, consisting of 34,189.9522 shares of Series D Preferred Stock acquired by the GS Investors on the Recapitalization Closing Date, which are convertible by a holder, other than the Reporting Persons or their affiliates, that receives such shares in a Widely Dispersed Offering into 4,273,744 shares of Common Stock, representing in the aggregate approximately 6.0% of the outstanding Common Stock.

As of November 23, 2011, GS Advisors and GS Parallel may each be deemed to beneficially own an aggregate of 1,412,907 shares of Common Stock, consisting of 11,303.2596 shares of Series D Preferred Stock acquired by the GS Investors on the Recapitalization Closing Date, which are convertible by a holder, other than the Reporting Persons or their affiliates, that receives such shares in a Widely Dispersed Offering into 1,412,907 shares of Common Stock, representing in the aggregate approximately 2.0% of the outstanding Common Stock.

As of November 23, 2011, GS GmbH and GS Germany may each be deemed to beneficially own an aggregate of 182,610.00 shares of Common Stock, consisting of 1,460.8822 shares of Series D Preferred Stock acquired by the GS Investors on the Recapitalization Closing Date, which are convertible by a holder, other than the Reporting Persons or their affiliates, that receives such shares in a Widely Dispersed Offering into 182,610.00 shares of Common Stock, representing in the aggregate approximately 0.3% of the outstanding Common Stock.

As of November 23, 2011, GS Mezzanine Onshore GP, GS Mezzanine Onshore and GSMP Onshore may each be deemed to beneficially own an aggregate of 1,062,033 shares of Common Stock, consisting of 8,496.2689 shares of Series D Preferred Stock acquired by the GS Investors on the Recapitalization Closing Date, which are convertible by a holder other than the Reporting Persons or their affiliates, that receives such shares in a Widely Dispersed Offering into 1,062,033 shares of Common Stock, representing in the aggregate approximately 1.5% of the outstanding Common Stock.

As of November 23, 2011, GS Mezzanine Institutional GP, GS Mezzanine Institutional and GSMP Institutional may each be deemed to beneficially own an aggregate of 102,959 shares of Common Stock, consisting of 823.6797 shares of Series D Preferred Stock acquired by the GS Investors on the Recapitalization Closing Date, which are convertible by a holder, other than the Reporting Persons or their affiliates, that receives such shares in a Widely Dispersed Offering into 102,959 shares of Common Stock, representing in the aggregate approximately 0.1% of the outstanding Common Stock.

As of November 23, 2011, GS Mezzanine Offshore GP, GS Mezzanine Offshore and GSMP Offshore may each be deemed to beneficially own an aggregate of 1,586,863 shares of Common Stock, consisting of 12,694.9079 shares of Series D Preferred Stock acquired by the GS Investors on the Recapitalization Closing Date, which are convertible by a holder, other than the Reporting Persons or their affiliates, that receives such shares in a Widely Dispersed Offering into 1,586,863 shares of Common Stock, representing in the aggregate approximately 2.2% of the outstanding Common Stock.

As of November 23, 2011, THL and Silver Point may be deemed to beneficially own an aggregate of 37,575,150 shares of Common Stock, representing in the aggregate approximately 52.6% 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."

(ii) Subsection (c) is amended and restated in its entirety as follows:

"Except as for (i) a purchase of 25,916 Common Stock by Goldman Sachs on November 15, 2011, at a weighted average purchase price of \$19.0138 per share, at prices ranging from \$18.52 to \$19.51 per share, effected on the New York Stock Exchange, the NASDAQ, other national exchanges and in the over-the-counter market and (ii) as otherwise described above herein, 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 September 24, 2011 to November 23, 2011."



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: November 28, 2011

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

GS ADVISORS VI, L.L.C.

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

GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P.

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GSCP VI OFFSHORE ADVISORS, L. L.C.

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GS CAPITAL PARTNERS VI FUND, L.P.

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GOLDMAN, SACHS MANAGEMENT GP GMBH

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GS MEZZANINE PARTNERS V ONSHORE FUND,  
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By: /s/ Yvette Kosic  
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GS MEZZANINE PARTNERS V ONSHORE FUND,  
L.L.C.

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GSMP V ONSHORE US, LTD.

By: /s/ Yvette Kosic  
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GS MEZZANINE PARTNERS V OFFSHORE FUND,  
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Title: Attorney-in-Fact

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Name: Yvette Kosic  
Title: Attorney-in-Fact