

MONEYGRAM INTERNATIONAL INC
Form SC 13G/A
January 08, 2016

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

MoneyGram International, Inc.
(Name of Issuer)

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

60935Y208
(CUSIP Number)

December 31, 2015
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)
☐ Rule 13d-1(c)
☐ Rule 13d-1(d)

(Page 1 of 10 Pages)

* 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 the disclosures provided in a prior cover page.

The information required in 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 (the "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).

CUSIP No. 60935Y208 Page 2 of 10 Pages

1 NAMES OF REPORTING PERSONS

Carlson Capital, L.P.

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

(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

-0-

6 SHARED VOTING POWER

3,590,224

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE
POWER

3,590,224

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,590,224 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES ☐
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.75%

12 TYPE OF REPORTING PERSON

PN, IA

CUSIP No. 60935Y208 Page 3 of 10 Pages

1 NAMES OF REPORTING PERSONS

Asgard Investment Corp.

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

(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

-0-

6 SHARED VOTING POWER

3,590,224

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE
POWER

3,590,224

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,590,224 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES ☐
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.75%

12 TYPE OF REPORTING PERSON

CO

CUSIP No. 60935Y208 Page 4 of 10 Pages

1 NAMES OF REPORTING PERSONS

Asgard Investment Corp. II

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

(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

-0-

6 SHARED VOTING POWER

3,590,224

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE
POWER

3,590,224

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,590,224 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES ☐
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.75%

12 TYPE OF REPORTING PERSON

CO

CUSIP No. 60935Y208 Page 5 of 10 Pages

1 NAMES OF REPORTING PERSONS

Clint D. Carlson

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

(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

-0-

6 SHARED VOTING POWER

3,590,224

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE
POWER

3,590,224

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,590,224 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES ☐
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.75%

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 60935Y208 Page 6 of 10 Pages

Item 1. (a) Name of
Issuer:
MoneyGram
International,
Inc.

(b) Address of
Issuer's
Principal
Executive
Offices:
2828 N.
Harwood St.,
15th Floor,
Dallas, TX
75201

Item 2. (a) Name
of Persons
Filing:

- (i) Carlson Capital L.P., a Delaware limited partnership ("Carlson Capital"), which serves as the investment manager to certain private funds and managed accounts (collectively, the "Accounts"), with respect to the Common Stock directly held by the Accounts;
- (ii) Asgard Investment Corp. II, a Delaware corporation ("Asgard II"), which serves as the general partner of Carlson Capital, with respect to the Common Stock directly held by the Accounts;
- (iii) Asgard Investment Corp., a Delaware corporation ("Asgard"), which is the sole stockholder of Asgard II, with respect to the Common Stock directly held by the Accounts; and
- (iv) Mr. Clint D. Carlson, a United States citizen ("Mr. Carlson"), who serves as president of Asgard and Carlson Capital, with respect to the Common Stock directly held by the Accounts.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons".

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the Common Stock reported herein.

(b) Address of Principal Business Office or, if none, Residence:
2100 McKinney Avenue, Suite 1800

Dallas, TX 75201

(c) Citizenship:

Carlson Capital is a Delaware limited partnership. Each of Asgard and Asgard II is a Delaware corporation. Mr. Carlson is a United States citizen.

(d) Title Class of Securities:

Common Stock (the "Shares")

(e) CUSIP Number:

60935Y208

CUSIP No. 60935Y208 Page 7 of 10 Pages

Item 3. If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under Section 15 of the Act;
 - (b) ☐ Bank as defined in Section 3(a)(6) of the Act;
 - (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act;
 - (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940;
 - (e) ☒ An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
 - (f) ☐ An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
 - (g) ☒ A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
 - (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act;
 - (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
 - (j) ☐ A non-U.S. institution in accordance with Section 240.240.13d-1(b)(1)(ii)(J);
 - (k) ☐ Group, in accordance with Section 240.13d-1(b)(1)(ii)(K).
- If filing as a non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership:

A. Carlson Capital:

- (a) Amount beneficially owned: 3,590,224
- (b) Percent of class: 6.75%
- (c) (i) Sole power to vote or to direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 3,590,224
- (iii) Sole power to dispose or direct the disposition of: -0-
- (iv) Shared power to dispose or to direct the disposition of: 3,590,224

B. Asgard II:

- (a) Amount beneficially owned: 3,590,224
- (b) Percent of class: 6.75%
- (c) (i) Sole power to vote or to direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 3,590,224
- (iii) Sole power to dispose or direct the disposition of: -0-
- (iv) Shared power to dispose or to direct the disposition of: 3,590,224

C. Asgard:

- (a) Amount beneficially owned: 3,590,224
- (b) Percent of class: 6.75%
- (c) (i) Sole power to vote or to direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 3,590,224
- (iii) Sole power to dispose or direct the disposition of: -0-
- (iv) Shared power to dispose or to direct the disposition of: 3,590,224

D. Mr. Carlson:

(a) Amount beneficially owned: 3,590,224

(b) Percent of class: 6.75%

(c)(i) Sole power to vote or to direct the vote: -0-

(ii) Shared power to vote or direct the vote: 3,590,224

(iii) Sole power to dispose or direct the disposition of: -0-

(iv) Shared power to dispose or to direct the disposition of: 3,590,224

The Company's Quarterly Report on Form 10-Q filed on November 2, 2015, indicates that the total number of outstanding shares of Common Stock as of October 30, 2015 was 53,209,339. The percentages used herein and in the rest of the Schedule 13G are based upon such number of shares of Common Stock outstanding.

Item 5. Ownership of Five Percent or Less of a Class:

This item is not applicable.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

This item is not applicable.

Item Identification and Classification of Subsidiaries Which Acquired the Security Being Reported on by the Parent
7. Holding Company or Control Person: