

Rao Gnaneshwar B.
Form 4
March 14, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Rao Gnaneshwar B.

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

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

C/O THOMAS H. LEE PARTNERS, L.P., 100 FEDERAL STREET, 35TH FLOOR

4. 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

BOSTON, MA 02110

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	03/12/2013		J ⁽¹⁾	(A) or (D) D	6,110 (2) \$ 0 5,386	D	
Common Stock	03/12/2013		J ⁽¹⁾	(A) or (D) A	24,440 (3) \$ 0 24,440	I	See footnote ⁽³⁾

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rao Gnaneshwar B.
C/O THOMAS H. LEE PARTNERS, L.P.
100 FEDERAL STREET, 35TH FLOOR
BOSTON, MA 02110

X

Signatures

/s/ Gnaneshwar

B. Rao

03/12/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

Shares of the Issuer were issued to the Reporting Person in connection with the Reporting Person's service as a director of the Issuer. Pursuant to the operative agreements for Thomas H. Lee Equity Fund VI, L.P. ("Fund VI") and Thomas H. Lee Partners, L.P. ("THL Partners"), any securities issued to persons serving as directors of portfolio companies of Fund VI, such as the Issuer, are to be held by

- (1) THL Managers VI, LLC ("Managers VI"), to the extent permitted by the portfolio company and/or the plan pursuant to which such securities were granted. The transfer of the shares by the Reporting Person referred to in this Form 4, and the related indirect acquisition of such shares also reported by the Reporting Person on this Form 4, are being effectuated as required by such operative agreements now that the restrictions on the shares have lapsed.
- (2) Represents shares of the Issuer held by the Reporting Person directly which are being transferred for no consideration to Managers VI. Represents shares of the Issuer being acquired by Managers VI from the Reporting Person and three other directors of the Issuer (all of whom are affiliated with THL Partners) who are making similar transfers as of the date hereof. The Reporting Person is a Managing Director of THL Partners, which is the managing member of Managers VI. As such, the Reporting Person may be deemed to beneficially own the shares of the Issuer owned directly by Managers VI. The Reporting Person disclaims beneficial ownership of such shares, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the shares for the purposes of Section 16 or for any other purpose, except to the extent of the Reporting Person's pecuniary interest therein.

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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