### Edgar Filing: MONEYGRAM INTERNATIONAL INC - Form 3

#### MONEYGRAM INTERNATIONAL INC

Form 3 April 01, 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 \*

JAECKEL SCOTT L

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

03/25/2008

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

MONEYGRAM INTERNATIONAL INC [MGI]

4. Relationship of Reporting

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

Person(s) to Issuer

(Check all applicable)

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

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

(Street)

6. Individual or Joint/Group

Filing(Check Applicable Line) \_X\_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

### BOSTON, MAÂ 02110

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Form: Direct (D) or Indirect (I) (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)

3. Title and Amount of Securities Underlying Derivative Security

4. 5. Conversion Ownership or Exercise Form of Price of Derivative

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

Derivative Security:

(Instr. 4)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series B Participating Convertible Preferred Stock	(1)	(2)	Common Stock	198,000,000 (3)	\$ 2.5	I	Please see footnote 4. (4)

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

JAECKEL SCOTT L

C/O THOMAS H. LEE PARTNERS, L.P.
100 FEDERAL STREET, 35TH FLOOR
BOSTON, MAÂ 02110

## **Signatures**

Reporting Person

/s/ Scott L.
Jaeckel

\*\*Signature of Date

# **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).

The Series B Participating Convertible Preferred Stock is convertible at any time at the holder's election, provided that prior to the Voting Date (as defined below), the holder's conversion rights are limited to the extent such conversion would entitle the holder, together with other certain parties, to vote a number of shares of common stock that would exceed the number of shares to which the holder, together with cortain at the parties is partitled without any prior parties and/or expressed under the laws relating to mean transmission (the sale of

- (1) with certain other parties, is entitled without any prior notice and/or approval under the laws relating to money transmission/the sale of checks of any state. The "Voting Date" is the earlier of (i) the date all applicable state regulatory approvals for the acquisition by the holder of control of the Issuer have been obtained, or (ii) such other date requested in writing by the holder on or after 6/15/2008. The regulatory approvals referenced in clause (i) of the immediately preceding sentence are actively being sought and may be obtained within 60 days of the date hereof.
- (2) The Series B Participating Convertible Preferred Stock has no expiration date.
- Represents shares of the Issuer held directly by Thomas H. Lee Equity Fund VI, L.P. ("Equity"), Thomas H. Lee Parallel Fund VI, L.P. ("Parallel"), and Thomas H. Lee Equity Parallel (DT) Fund VI, L.P. ("DT", and together with Equity and Parallel, the "Funds"). In the event the Issuer elects to accrue dividends on the Series B Participating Convertible Preferred Stock rather than pay such dividends in cash, the Series B Participating Convertible Preferred Stock will become convertible into a larger number of shares of common stock.

The reporting person is a member of Thomas H. Lee Advisors, LLC which is the general partner of Thomas H. Lee Partners, L.P., which is the manager of THL Equity Advisors VI, LLC, which, in turn, is the general partner of each of the Funds. As such, the reporting person

(4) may be deemed to beneficially own the shares of the Issuer owned directly by each of the Funds. 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 securities for the purpose of Section 16 or for any other purpose, except to the extent of his 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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