

MONEYGRAM INTERNATIONAL INC
Form 3
January 07, 2016

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| McGurk Wayne F. | | (Month/Day/Year) | MONEYGRAM INTERNATIONAL INC [MGI] | |
| (Last) | (First) | (Middle) | 01/01/2016 | |
| 2828 HARWOOD STREET, 15TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| DALLAS, TX 75201 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | EVP, Chief Information Officer | <input type="checkbox"/> 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) |
|---------------------------------|---|--|---|
| Common Stock | 350 | D | ^ |
| Common Stock ⁽¹⁾ | 1,052 | D | ^ |
| Common Stock ⁽²⁾ | 1,058 | D | ^ |
| Common Stock ⁽³⁾ | 16,110 | D | ^ |

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)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small> | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|---|
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |
| Stock Option (right to buy) ⁽⁴⁾ | Â ⁽⁵⁾ 04/01/2024 | Common Stock 4,365 | \$ 17.87 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McGurk Wayne F. 2828 HARWOOD STREET 15TH FLOOR DALLAS, TX 75201 | Â | Â | Â EVP, Chief Information Officer | Â |

Signatures

Corinna Ulrich,
attorney-in-fact 01/07/2016

 **Signature of Reporting Person 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).
- (1) Represents the target number of shares of common stock eligible to be issued upon vesting of 1,052 performance-based RSUs. Up to 100% of the performance-based RSUs vest upon achieving certain revenue targets from "self-service" transactions for the three years ending Dec. 31, 2016. The performance-based RSUs are subject to a threshold requirement for a minimum amount of "self-service" revenue.
 - (2) Represents the number of shares of common stock issuable upon vesting of the remaining 1,058 time-based RSUs that were granted on April 1, 2014, which vest on the second and third anniversary of the grant date.
 - (3) Represents the number of shares of common stock issuable upon vesting of 8,055 time-based RSUs and the target number of shares of common stock eligible to be issued upon vesting of 8,055 performance-based RSUs that were granted on February 25, 2015. The time-based RSUs vest in 3 equal installments on each anniversary of the grant date. The performance-based RSUs vest in three equal installments on each anniversary of the grant date if certain performance goals are achieved, with up to 50% of the performance-based RSUs vesting over such three year period if a target level of Adjusted EBITDA is achieved for the year ended December 31, 2015 and up to 50% of the performance-based RSUs vesting over such three year period if a target level of self-service revenue is achieved for the year ended December 31, 2015. No performance-based RSUs will vest unless the threshold level of Adjusted EBITDA is achieved.
 - (4) Non-qualified stock option granted pursuant to the MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended, pursuant to a Stock Option Agreement dated April 1, 2014.
 - (5) Options vest in three equal installments over three years on each anniversary of the grant date.

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.