

MONEYGRAM INTERNATIONAL INC

Form 3

May 17, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

**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 \*

Â Chatfield Joann

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

05/16/2017

3. Issuer Name **and** Ticker or Trading Symbol

MONEYGRAM INTERNATIONAL INC [MGI]

4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

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

Chief Marketing Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting  
Person☐ Form filed by More than One  
Reporting Person2828 NORTH HARWOOD  
STREET,Â 15TH FLOOR

(Street)

DALLAS,Â TXÂ 75201

(City)

(State)

(Zip)

**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

9,202

D

Â

Common Stock

3,202 <sup>(1)</sup>

D

Â

Common Stock

7,043 <sup>(2)</sup>

D

Â

Common Stock

5,307 <sup>(3)</sup>

D

Â

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) <u>(4)</u>	Â <u>(4)</u>	11/17/2021	Common Stock	640	\$ 17.03	D	Â
Stock Option (right to buy) <u>(5)</u>	Â <u>(5)</u>	02/26/2023	Common Stock	4,025	\$ 16.48	D	Â
Stock Option (right to buy) <u>(6)</u>	Â <u>(6)</u>	02/24/2024	Common Stock	2,867	\$ 20.08	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chatfield Joann 2828 NORTH HARWOOD STREET 15TH FLOOR DALLAS, TX 75201	Â	Â	Â Chief Marketing Officer	Â

## Signatures

/s/ Paul N. Beck,  
attorney-in-fact

05/17/2017

\_\_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 number of shares of common stock issuable upon vesting of the remaining 1,603 time-based RSUs and 1,599 performance-based RSUs that were granted on February 25, 2015. The remaining time-based RSUs vest on the third anniversary of the grant date. The remaining performance-based RSUs vest on the third anniversary of the grant date as a result of the issuer achieving certain performance goals for the year ended Dec. 31, 2015.

(2) Represents the number of shares of common stock issuable upon vesting of the remaining 5,909 time-based RSUs and 1,134 performance-based RSUs that were granted on February 23, 2016. The remaining time-based RSUs vest in equal installments on the second and third anniversary of the grant date. The remaining performance-based RSUs also vest in equal installments on the second and third anniversary of the grant date as a result of the issuer achieving certain performance goals for the year ended December 31, 2016.

(3) Represents the number of shares of common stock issuable upon vesting of 3,538 time-based RSUs and the target number of shares of common stock eligible to be issued upon vesting of 1,769 performance-based RSUs that were granted on February 22, 2017. 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 the issuer achieves certain performance goals for the year ended December 31, 2017, subject to potential adjustments to take into account certain impacts of a proposed merger.

(4) Fully vested, non-qualified stock option granted pursuant to the MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended, pursuant to a Stock Option Agreement dated November 17, 2011.

(5)

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Fully vested, non-qualified stock option granted pursuant to the MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended, pursuant to a Stock Option Agreement dated February 26, 2013.

- (6) Fully vested, non-qualified stock option granted pursuant to the MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended, pursuant to a Stock Option Agreement dated February 24, 2014.

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### Remarks:

ExhibitÂ List:Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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.