

MONEYGRAM INTERNATIONAL INC

Form 4

February 26, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Holmes W. Alexander

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)

02/24/2014

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

EVP, CFO and COO

2828 NORTH HARWOOD  
STREET, 15TH FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

DALLAS, TX 75201

(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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/24/2014		A	(A) or (D) Amount (1) 56,026	\$ 0 116,747 (2)	D	
Common Stock	02/24/2014		F	(3) 1,424	(4) \$ 20.08 115,323 (5)	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
Holmes W. Alexander 2828 NORTH HARWOOD STREET 15TH FLOOR DALLAS, TX 75201	EVP, CFO and COO

## Signatures

/s/ Corinna Ulrich,  
attorney-in-fact

02/26/2014

\_\_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).

- (1) Represents the number of shares of common stock issuable upon vesting of 28,013 time-based RSUs and the target number of shares of common stock eligible to be issued upon vesting of 28,013 performance-based RSUs. The time-based RSUs vest in 3 equal installments on each anniversary of the grant date. The performance-based RSUs vest upon achieving certain performance goals, with up to 50% of such performance-based RSUs vesting if certain revenue targets from "self-service" transactions are achieved upon completion of the fiscal year ending 12/31/2016, and with up to 50% of such performance-based RSUs vesting if certain Adjusted EBITDA growth performance goals are achieved over the three year period ending 12/31/2016. No performance-based RSUs will vest unless a certain threshold goal of Adjusted EBITDA growth is achieved, and the "self-service" revenue performance-based RSUs are subject to a separate threshold requirement for a minimum amount of "self-service" revenue.
- (2) Includes 58,977 shares that may be issued upon vesting of previously granted performance-based restricted stock units.
- (3) Represents the number of shares withheld for the payment of tax liabilities in connection with the vesting of 3,681 performance-based RSUs that were granted on 11/17/2011 (1,290 RSUs) and 03/21/2012 (2,391 RSUs). The Human Resources and Nominating Committee of the Board made the determination that such RSUs vested on 02/24/2014, based on the achievement of certain performance goals for the period from 01/01/2012 through 12/31/2013. 3,110 and 5,766, respectively, performance-based RSUs remain eligible for vesting under such award upon achieving the target performance goal over the performance period of 01/01/2012 through 12/31/2014. If the target performance goal is not met but a certain threshold is achieved, or if a maximum performance goal is achieved, the reporting

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person will be entitled to from 50% up to 200% of the target number of RSUs, less the number of RSUs that vested for the period between 01/01/2012 through 12/31/2013.

(4) The price was determined based on the closing price of \$20.08 per share of MoneyGram International, Inc.'s common stock on 02/24/2014.

(5) Includes 55,296 shares that may be issued upon vesting of previously granted performance-based restricted stock units.

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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