MONEYGRAM INTERNATIONAL INC

Form 3

November 05, 2015

**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 [*] <br> Â Stoneham John D <br> (Last) (First) (Middle) <br><br> 2828 NORTH HARWOOD STREET,Â 15TH FLOOR <br> (Street) <br><br> DALLAS,Â TXÂ 75201 <br> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <br> 10/28/2015 | 3. Issuer Name **and** Ticker or Trading Symbol <br> MONEYGRAM INTERNATIONAL INC [MGI] |
|---|---|---|
| | | 4. Relationship of Reporting Person(s) to Issuer <br><br> (Check all applicable) <br><br> _____ Director  _____ 10% Owner <br> __X__ Officer  _____ Other <br> (give title below) (specify below) <br> VP and Corporate Controller | 5. If Amendment, Date Original Filed(Month/Day/Year) <br><br> 6. Individual or Joint/Group Filing(Check Applicable Line) <br> _X_ Form filed by One Reporting Person <br> ___ 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 | 105 | D | Â |
| Common Stock [(1)] | 409 | D | Â |
| Common Stock [(2)] | 317 | D | Â |
| Common Stock [(3)] | 316 | D | Â |
| Common Stock [(4)] | 9,104 | D | Â |

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

SEC 1473 (7-02)

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**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 (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) (5) | Â (6) | 01/02/2023 | Common Stock | 1,907 | $ 13.64 | D | Â |
| Stock Option (right to buy) (7) | Â (6) | 02/26/2023 | Common Stock | 1,598 | $ 16.48 | D | Â |
| Stock Option (right to buy) (8) | Â (9) | 02/24/2024 | Common Stock | 1,308 | $ 20.08 | D | Â |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Stoneham John D<br>2828 NORTH HARWOOD STREET<br>15TH FLOOR<br>DALLAS,Â TXÂ 75201 | Â | Â | Â VP and Corporate Controller | Â |

# Signatures

| Corinna Ulrich, attorney-in-fact | 11/05/2015 |
|---|---|
| **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 409 time-based RSUs that were granted on February 26, 2013, which vest on the third anniversary of the grant date.

(2)   Represents the number of shares of common stock issuable upon vesting of the remaining 317 time-based RSUs that were granted on February 24, 2014, which vest on the second and third anniversary of the grant date.

(3)   Represents the target number of shares of common stock eligible to be issued upon vesting of 316 performance-based RSUs that were granted on February 24, 2014. 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.

(4)   Represents the number of shares of common stock issuable upon vesting of 4,552 time-based RSUs and the target number of shares of common stock eligible to be issued upon vesting of 4,552 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.

(5)

Non-qualified stock option granted pursuant to the MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended, pursuant to a Stock Option Agreement dated January 2, 2013.

**(6)** Options vest in four equal installments over four years on each anniversary of the grant date.

**(7)** 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.

**(8)** 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.

**(9)** 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.

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