

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 | |
| Â Angelilli Lawrence | | (Month/Day/Year) | MONEYGRAM INTERNATIONAL INC [MGI] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 2828 NORTH HARWOOD STREET,Â 15TH FLOOR | | 01/01/2016 | | |
| (Street) | | | (Check all applicable) | |
| DALLAS,Â TXÂ 75201 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | EVP Chief Financial Officer | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <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 | 837 | D | Â |
| Common Stock <u>(1)</u> | 2,047 | D | Â |
| Common Stock <u>(2)</u> | 1,482 | D | Â |
| Common Stock <u>(3)</u> | 1,489 | D | Â |
| Common Stock <u>(4)</u> | 16,134 | 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 (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⁾ | 09/27/2021 | Common Stock | 62,500 | \$ 19.28 | D | Â |
| Stock Option (right to buy) ⁽⁷⁾ | Â ⁽⁸⁾ | 11/17/2021 | Common Stock | 3,000 | \$ 17.03 | D | Â |
| Stock Option (right to buy) ⁽⁹⁾ | Â ⁽⁸⁾ | 02/26/2023 | Common Stock | 7,989 | \$ 16.48 | D | Â |
| Stock Option (right to buy) ⁽¹⁰⁾ | Â ⁽¹¹⁾ | 02/24/2024 | Common Stock | 6,146 | \$ 20.08 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------------|
| | Director | 10% Owner | Officer | Other |
| Angelilli Lawrence 2828 NORTH HARWOOD STREET 15TH FLOOR DALLAS, TX 75201 | Â | Â | Â | EVP Chief Financial Officer |

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 number of shares of common stock issuable upon vesting of 2,047 time-based RSUs that were granted on February 26, 2013, which vest on the third anniversary of the grant date.
- (2) Represents the target number of shares of common stock eligible to be issued upon vesting of 1,482 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.
- (3) Represents the number of shares of common stock issuable upon vesting of the remaining 1,489 time-based RSUs that were granted on February 24, 2014, which vest on the second and third anniversary of the grant date.
- (4) Represents the number of shares of common stock issuable upon vesting of 8,067 time-based RSUs and the target number of shares of common stock eligible to be issued upon vesting of 8,067 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

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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 1, 2013.
Options for 50% of the shares are considered "Time Vested" and options for 50% of the shares are considered "Performance Vested." The Time Vested options vest in equal installments over five years on the anniversary of the grant date. The Performance Vested options vest as follows: options for 50% of the shares vest when the value of the common stock of the Corporation has reached \$36 per share for a period of 20 consecutive trading days during the 5-year period following the grant date; and options for 50% of the shares vest when the value of the common stock of the Corporation has reached \$42 per share for a period of 20 consecutive trading days during the 5-year period following the grant date.
- (6) 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.
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.