

Gardiner Laura  
 Form 4  
 February 26, 2018

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Gardiner Laura

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)  
 2828 NORTH HARWOOD STREET, 15TH FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/22/2018

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

DALLAS, TX 75201

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

(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 (A) 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code V  | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 02/22/2018                           |  | F                              | 577 (1) D   | \$ 11.31 (2) 23,810 (3)   | D  |                                   |
| Common Stock                    | 02/23/2018                           |  | F                              | 858 (4) D   | \$ 11.27 (5) 22,952 (6)   | D  |                                   |
| Common Stock                    | 02/25/2018                           |  | F                              | 646 (7) D   | \$ 11.33 (8) 22,306 (9)   | D  |                                   |

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

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(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. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| Gardiner Laura<br>2828 NORTH HARWOOD STREET<br>15TH FLOOR<br>DALLAS, TX 75201 |               |           | Chief HR Officer |       |

## Signatures

/s/ Francis Aaron Henry                      02/26/2018  
 \*\*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 withheld for the payment of tax liabilities in connection with the vesting of 1,767 time-based RSUs and 663 performance-based RSUs that were granted on February 22, 2017.
- (2) The price was determined based on the closing price of \$11.31 per share of MoneyGram International, Inc.'s common stock on February 22, 2018.
- (3) Includes 14,561 shares that may be issued upon vesting of previously granted performance-based and time-based RSUs.
- (4) Represents the number of shares withheld for the payment of tax liabilities in connection with the vesting of 2,950 time-based RSUs and 567 performance-based RSUs that were granted on February 23, 2016.

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- (5) The price was determined based on the closing price of \$11.27 per share of MoneyGram International, Inc.'s common stock on February 23, 2018.
- (6) Includes 11,044 shares that may be issued upon vesting of previously granted performance-based and time-based RSUs.
- (7) Represents the number of shares withheld for the payment of tax liabilities in connection with the vesting of 1,326 time-based RSUs and 1,324 performance-based RSUs that were granted on February 25, 2015.
- (8) The price was determined based on the closing price of \$11.33 per share of MoneyGram International, Inc.'s common stock on February 26, 2018, the next business day after the vesting date.
- (9) Includes 8,394 shares that may be issued upon vesting of previously granted performance-based and time-based RSUs.

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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