

MONEYGRAM INTERNATIONAL INC  
 Form 3  
 April 07, 2008

**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 * |         |          | 2. Date of Event Requiring Statement   | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |   |
| Â GOLDMAN SACHS GROUP INC                 |         |          | (Month/Day/Year)   | MONEYGRAM INTERNATIONAL INC [MGI]                  |   |
| (Last)                                    | (First) | (Middle) | 03/25/2008   |  |   |
| 85 BROAD ST                               |         |          | 4. Relationship of Reporting Person(s) to Issuer   |  | 5. If Amendment, Date Original Filed(Month/Day/Year)  |
| (Street)                                  |         |          | (Check all applicable)   |  | 6. Individual or Joint/Group Filing(Check Applicable Line)  |
| NEW YORK,Â NYÂ 10004                      |         |          | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other<br>(give title below)    (specify below)<br>See (1), (2) and (3) |  | <input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City)                                    | (State) | (Zip)    |  |  |   |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect (I) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable    Expiration Date                         | Title    Amount or Number of Shares  |  |  |  |

(Instr. 5)

|  |       |       |  |         |          |   |             |
|--|-------|-------|--|---------|----------|---|-------------|
| Series B-1 Part. Conv. Pref. Stk, par value \$0.01 | Â (3) | Â (3) | Series D Part. Conv. Pref. Stk, par value \$0.01 (2) | 109,000 | \$ 0 (3) | I | See (1) (4) |
|--|-------|-------|--|---------|----------|---|-------------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                      |
|---|---------------|-----------|---------|----------------------|
|   | Director      | 10% Owner | Officer | Other                |
| GOLDMAN SACHS GROUP INC<br>85 BROAD ST<br>NEW YORK, NY 10004                        | Â             | Â X       | Â       | See (1), (2) and (3) |
| GOLDMAN SACHS & CO<br>85 BROAD STREET<br>NEW YORK, NY 10004                         | Â             | Â X       | Â       | See (1), (2) and (3) |
| GSCP VI Advisors, L.L.C.<br>85 BROAD STREET<br>NEW YORK, NY 10004                   | Â             | Â X       | Â       | See (1), (2) and (3) |
| GS Capital Partners VI Fund, L.P.<br>85 BROAD STREET<br>NEW YORK, NY 10004          | Â             | Â X       | Â       | See (1), (2) and (3) |
| GS Advisors VI, L.L.C.<br>85 BROAD STREET<br>NEW YORK, NY 10004                     | Â             | Â X       | Â       | See (1), (2) and (3) |
| GSCP VI Offshore Advisors, L.L.C.<br>85 BROAD STREET<br>NEW YORK, NY 10004          | Â             | Â X       | Â       | See (1), (2) and (3) |
| GS Capital Partners VI Offshore Fund, L.P.<br>85 BROAD STREET<br>NEW YORK, NY 10004 | Â             | Â X       | Â       | See (1), (2) and (3) |
| GOLDMAN SACHS MANAGEMENT GP GMBH<br>85 BROAD STREET<br>NEW YORK, NY 10004           | Â             | Â X       | Â       | See (1), (2) and (3) |
| GS Capital Partners VI Parallel LP<br>85 BROAD ST<br>NEW YORK, NY 10004             | Â             | Â X       | Â       | See (1), (2) and (3) |
| GS Capital Partners VI GmbH & Co KG<br>85 BROAD STREET<br>NEW YORK, NY 10004        | Â             | Â X       | Â       | See (1), (2) and (3) |

## Signatures

See Exhibit 99.2

04/08/2008

  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) See Exhibit 99.1 for text of footnote 1.
  - (2) See Exhibit 99.1 for text of footnote 2.
  - (3) See Exhibit 99.1 for text of footnote 3.
  - (4) See Exhibit 99.1 for text of footnote 4.

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.