

GS MEZZANINE PARTNERS V OFFSHORE FUND, L.L.C.

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 *
 GSMP V ONSHORE US, LTD.

(Last) (First) (Middle)

85 BROAD STREET

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 03/25/2008

3. Issuer Name and Ticker or Trading Symbol
 MONEYGRAM INTERNATIONAL INC [MGI]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 See (1), (2) and (3)

5. 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

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)
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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)	6. Nature of Indirect Beneficial Ownership (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., 109,000 par value \$0.01, see (2)	\$ (3)	I	See (1) (4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GSMP V ONSHORE US, LTD. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GS MEZZANINE PARTNERS V ONSHORE FUND, L.P. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GS MEZZANINE PARTNERS V ONSHORE FUND, L.L.C. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GSMP V INSTITUTIONAL US, LTD. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GS MEZZANINE PARTNERS V INSTITUTIONAL FUND, L.P. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GS MEZZANINE PARTNERS V INSTITUTIONAL FUND, L.L.C. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GSMP V OFFSHORE US, LTD. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GS MEZZANINE PARTNERS V OFFSHORE FUND, L.P. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GS MEZZANINE PARTNERS V OFFSHORE FUND, L.L.C. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)

Signatures

See Exhibit 99.2 04/08/2008

__Signature of Date
Reporting Person

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.
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