

MONEYGRAM INTERNATIONAL INC

Form 10-Q/A

November 14, 2006

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM 10-Q/A  
Amendment No. 1**

(mark one)

- Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the Quarterly Period Ended September 30, 2006**
- Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_.**  
**Commission File Number 001-31950**  
**MoneyGram International, Inc.**  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

16-1690064  
(I.R.S. Employer  
Identification No.)

1550 Utica Avenue South, Minneapolis, Minnesota  
(Address of principal executive offices)

55416  
(Zip Code)

(952) 591-3000  
(Registrant's telephone number, including area code)

Not applicable  
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of November 6, 2006, 84,050,387 shares of Common Stock, \$0.01 par value, were outstanding.

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Certification of CFO

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**EXPLANATORY NOTE**

The Company is filing this Amendment No. 1 to our Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 ( Amendment No. 1 ), solely to add the exhibit index, which was inadvertently omitted at the time the original Quarterly Report on Form 10-Q was filed on November 9, 2006 (the Original Form 10-Q ). Also filed as exhibits with this Amendment No. 1 are new certifications in accordance with Rule 13a-14(a) of the Securities Exchange Act of 1934.

This Amendment No. 1 does not modify or update the previously reported financial statements or any other disclosure contained in the Original Form 10-Q. The exhibit index filed with this Amendment No. 1 is intended to serve as the exhibit index for the Original Form 10-Q and for this Amendment No. 1.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**MoneyGram International, Inc.**  
(Registrant)

November 14, 2006

By: /s/ Jean C. Benson  
Vice President and Controller  
(Chief Accounting Officer and  
Authorized Officer)

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**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| +10.1                     | First Amendment to the MoneyGram International, Inc. Executive Compensation Trust (incorporated herein by reference from Exhibit 99.01 to Registrant's Current Report on Form 8-K filed August 22, 2006). |
| +10.2                     | Amendment to Compensation of Non-management Directors (incorporated herein by reference to the Current Report on Form 8-K of the Company filed September 8, 2006).  |
| **31.1                    | Section 302 Certification of Chief Executive Officer dated November 9, 2006.  |
| **31.2                    | Section 302 Certification of Chief Financial Officer dated November 9, 2006.  |
| *31.3                     | Section 302 Certification of Chief Executive Officer dated November 14, 2006.   |
| *31.4                     | Section 302 Certification of Chief Financial Officer dated November 14, 2006.   |
| **32.1                    | Section 906 Certification of Chief Executive Officer dated November 9, 2006.  |
| **32.2                    | Section 906 Certification of Chief Financial Officer dated November 9, 2006.  |
| +                         | Denotes form of management contract or compensatory plan or arrangement required to be filed as an exhibit to this report.  |
| *                         | Filed herewith.   |
| **                        | Filed with Original Form  |

10-Q with the  
SEC on  
November 9,  
2006.