

Henry Francis Aaron
Form 4
February 26, 2018

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Henry Francis Aaron

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
GC & Corporate Secretary

(Last) (First) (Middle)
2828 NORTH HARWOOD STREET, 15TH FLOOR
(Street)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | Code V | Amount | (A) or (D) | Price |
| Common Stock | 02/22/2018 | | F | | 3,946 (1) | D | \$ 11.31 (2) |
| Common Stock | 02/23/2018 | | F | | 8,564 (4) | D | \$ 11.27 (5) |
| Common Stock | 02/25/2018 | | F | | 10,972 (7) | D | \$ 11.33 (8) |

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

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.

SEC 1474
(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 (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
| | | | | 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 |
| Henry Francis Aaron 2828 NORTH HARWOOD STREET 15TH FLOOR DALLAS, TX 75201 | | | GC & Corporate Secretary | |

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 11,780 time-based RSUs and 4,422 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 137,828 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 29,498 time-based RSUs and 5,669 performance-based RSUs that were granted on February 23, 2016.

Edgar Filing: Henry Francis Aaron - Form 4

- (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 102,661 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 17,498 time-based RSUs and 17,463 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 67,700 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.

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.