

MONEYGRAM INTERNATIONAL INC  
Form 8-K/A  
November 22, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K/A  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): February 17, 2010**

**MoneyGram International, Inc.**

(Exact name of registrant as specified in its charter)

Delaware

1-31950

16-1690064

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

2828 N. Harwood St., 15th Floor,  
Dallas, Texas

75201

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (214) 999-7552

1550 Utica Avenue South, Suite 100, Minneapolis, Minnesota 55416

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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### **Explanatory Note**

This Form 8-K/A is being filed to amend and restate the Current Report on Form 8-K filed on February 22, 2010 by MoneyGram International, Inc. (the Original Form 8-K ). The Original Form 8-K inadvertently included an incorrect version of Exhibit 10.03. This Form 8-K/A amends and restates the Original Form 8-K to attach the correct version of Exhibit 10.03, which replaces Exhibit 10.03 to the Original Form 8-K. In addition, because the Original Form 8-K was inadvertently submitted under Item 1.01 rather than Item 5.02(e), we are properly submitting this filing under the Item 5.02(e) designation.

### **Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(e) On February 17, 2010, the Board of Directors of MoneyGram International, Inc. (the Corporation ), upon recommendation of the Human Resources and Nominating Committee, approved the following:

MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended February 17, 2010 (the Omnibus Plan ), subject to approval of the stockholders of the Corporation at its next Annual Meeting of Stockholders. The Omnibus Plan was amended to: (i) increase the aggregate number of shares that may be granted to an Eligible Person in any calendar year under the Omnibus Plan from 10 million to 12 million shares; (ii) an additional provision for Section 162(m) limitations for performance awards denominated in shares; and (iii) clarification regarding performance awards denominated in cash. A copy of the MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended February 17, 2010, is filed herewith as Exhibit 10.01.

MoneyGram International, Inc. Performance Bonus Plan, as amended and restated February 17, 2010 (the Bonus Plan ). The Bonus Plan (formerly known as the MoneyGram International, Inc. Amended and Restated Management and Line of Business Incentive Plan) was amended to: (i) change the name of the plan; (ii) to expand the participant eligibility under the Bonus Plan to include professional level employees; and (iii) to change the responsibility for implementation and administration of the Bonus Plan from the Chief Executive Officer to the Executive Vice President, Human Resources and Corporate Services. A copy of the MoneyGram International, Inc. Performance Bonus Plan, as amended and restated February 17, 2010, is filed herewith as Exhibit 10.02.

MoneyGram International, Inc. Severance Plan (the Severance Plan ). The Severance Plan sets forth the monetary and outplacement severance benefits the Corporation would provide to an eligible employee based upon the employment level of the individual and their number of years of service with the Corporation. A copy of the MoneyGram International, Inc. Severance Plan is filed herewith as Exhibit 10.03.

### **Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
10.01	MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended February 17, 2010 (incorporated by reference from Exhibit 10.01 to Registrant's Current Report on Form 8-K filed on February 22, 2010).
10.02	MoneyGram International, Inc. Performance Bonus Plan, as amended and restated February 17, 2010 (incorporated by reference from Exhibit 10.02 to Registrant's Current Report on Form 8-K filed on February 22, 2010).
10.03	MoneyGram International, Inc. Severance Plan.

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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 hereunto duly authorized.

MoneyGram International, Inc.

*November 22, 2010*

*By: /s/ Steven Piano*

*Name: Steven Piano*

*Title: Executive Vice President of Human  
Resources*

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**EXHIBIT INDEX**

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