

MONEYGRAM INTERNATIONAL INC  
Form 8-K  
August 17, 2011

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): August 12, 2011  
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 Number)

**2828 N. Harwood Street, 15<sup>th</sup> Floor  
Dallas, Texas**

**75201**

(Address of principal  
executive offices)

(Zip code)

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

**Not applicable**

(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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**Item 1.01 Entry into a Material Definitive Agreement.**

On August 12, 2011, MoneyGram International, Inc., a Delaware corporation (the Company), and MoneyGram Payment Systems Worldwide, Inc., a Delaware corporation and a wholly-owned subsidiary of the Company (Worldwide), entered into a consent agreement (the Indenture Consent Agreement) with certain affiliates of Goldman, Sachs & Co. who are beneficial holders of Worldwide's 13.25% Senior Secured Second Lien Notes due 2018 (the Second Lien Notes). Pursuant to the Indenture Consent Agreement, the parties thereto agreed to enter into a Fourth Supplemental Indenture (the Fourth Supplemental Indenture) to the Indenture, dated as of March 25, 2008, by and among Worldwide, the Company, the other guarantors party thereto and Deutsche Bank Trust Company Americas, as trustee and collateral agent, governing the Second Lien Notes (the Indenture). The Fourth Supplemental Indenture will amend the definition of Highly Rated Investments in the Indenture to include securities issued by any agency of the United States or government-sponsored enterprise that are rated Aa3 or better by Moody's Investors Service, Inc. and AA- or better by Standard & Poor's rather than the previously required ratings of Aaa by Moody's and AAA by S&P. The effect of the amended definition of Highly Rated Investments confirms that certain securities issued by United States agencies or government-sponsored enterprises continue to qualify as Highly Rated Investments despite S&P's lower credit rating now applicable to debt obligations of the United States government.

Also on August 12, 2011, the Company entered into a consent agreement (the Equity Consent Agreement) with certain affiliates and co-investors of Thomas H. Lee Partners, L.P. (collectively, the THL Investors) and affiliates of Goldman, Sachs & Co. (collectively, the GS Investors) and, together with the THL Investors, the Investors) who are parties to the Amended and Restated Purchase Agreement, dated as of March 17, 2008 (the Equity Purchase Agreement). Pursuant to the Equity Consent Agreement, and as required by the Equity Purchase Agreement, the Investors have consented to the changes to the definition of Highly Rated Investments contained in the Fourth Supplemental Indenture and to any resulting changes in the Company's investment policy relating to the investment portfolio of the Company and its subsidiaries.

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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.**

By: /s/ James E. Shields

Name: James E. Shields

Title: Executive Vice President and Chief  
Financial Officer

Date: August 17, 2011