

Rao Gnaneshwar B.  
Form 3  
December 01, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Rao Gnaneshwar B.		(Month/Day/Year)	MONEYGRAM INTERNATIONAL INC [MGI]	
(Last)	(First)	(Middle)	11/19/2008	
C/O THOMAS H. LEE PARTNERS, L.P., 100 FEDERAL STREET, FLOOR 35			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)	(Check all applicable)			
	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner		
	<input type="checkbox"/> Officer	<input type="checkbox"/> Other	6. Individual or Joint/Group Filing(Check Applicable Line)	
	(give title below) (specify below)		<input checked="" type="checkbox"/> Form filed by One Reporting Person	
BOSTON, MA 02110	<input type="checkbox"/> Form filed by More than One Reporting Person			
(City)	(State)	(Zip)		

**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)

**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.**

**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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Series B Participating Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(2)</u>	Common Stock	214,723,055.86 <u>(3)</u>	\$ 2.5	or Indirect (I) (Instr. 5)  I	See Footnote 4. <u>(4)</u>
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rao Gnaneshwar B. C/O THOMAS H. LEE PARTNERS, L.P. 100 FEDERAL STREET, FLOOR 35 BOSTON, MA 02110	Â X	Â	Â	Â

## Signatures

/s/ Ganesh B. Rao  
11/29/2008

         Signature of Reporting Person  
Date

## 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) The Series B Participating Convertible Preferred Stock is convertible at any time at the holder's election.
- (2) The Series B Participating Convertible Preferred Stock has no expiration date.

- (3) Represents shares of the Issuer held directly by Thomas H. Lee Equity Fund VI, L.P. ("Equity"), Thomas H. Lee Parallel Fund VI, L.P. ("Parallel"), and Thomas H. Lee Equity Parallel (DT) Fund VI, L.P. ("DT", and together with Equity and Parallel, the "Funds"). In the event the Issuer elects to accrue dividends on the Series B Participating Convertible Preferred Stock rather than pay such dividends in cash, the Series B Participating Convertible Preferred Stock will become convertible into a larger number of shares of common stock.

- (4) The reporting person is a member of Thomas H. Lee Advisors, LLC which is the general partner of Thomas H. Lee Partners, L.P., which is the manager of THL Equity Advisors VI, LLC, which, in turn, is the general partner of each of the Funds. As such, the reporting person may be deemed to beneficially own the shares of the Issuer owned directly by each of the Funds. The reporting person disclaims beneficial ownership of such shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for the purpose of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.

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.