

Western Union CO  
Form 424B5  
August 19, 2013  
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**Filed Pursuant to Rule 424(b)(5)  
Registration File No. 333-170967**

**The information in this preliminary prospectus supplement is not complete and may be changed. A registration statement relating to the securities has become effective under the Securities Act of 1933, as amended. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**Subject to Completion**

**Preliminary Prospectus Supplement dated August 19, 2013**

**PRELIMINARY PROSPECTUS SUPPLEMENT**

**(To Prospectus dated December 3, 2010)**

**\$**

**Floating Rate Notes due 2015**

The Western Union Company is offering \$ \_\_\_\_\_ aggregate principal amount of Floating Rate Notes due 2015 (the "notes"). Interest on the notes will be set at a per annum rate equal to the three-month LIBOR plus \_\_\_\_\_%, which will be reset quarterly. The Western Union Company will pay interest on the notes quarterly in arrears on \_\_\_\_\_, \_\_\_\_\_, and \_\_\_\_\_, starting on \_\_\_\_\_, 2013. The notes will mature on \_\_\_\_\_, 2015.

The notes will be The Western Union Company's senior unsecured obligations and will rank equally in right of payment with its other existing and future senior unsecured obligations. The notes will be effectively junior to all existing and future indebtedness and other liabilities of our subsidiaries.

The notes will not be listed on any securities exchange or included in any automated quotation system. Currently there is no public market for the notes.

**Investing in the notes involves risks. See the section titled Risk Factors beginning on page S-12 of this prospectus supplement for a discussion of certain of the risks you should consider before investing in the notes.**

	Per Note	Total
Public offering price (1)	%	\$
Underwriting discount	%	\$
Proceeds, before expenses, to The Western Union Company (1)	%	\$

(1) Plus accrued interest from \_\_\_\_\_, 2013, if settlement occurs after that date.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

We expect that the notes will be ready for delivery in book-entry form only through The Depository Trust Company and its participants, including Clearstream Banking, société anonyme and Euroclear Bank, S.A./N.V., on or about \_\_\_\_\_, 2013.

*Joint Book-Running Managers*

**J.P. Morgan**

**Wells Fargo Securities**

The date of this prospectus supplement is

, 2013.

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document is in two parts. The first part is this prospectus supplement, which describes the terms of the offering of the notes. The second part is the accompanying prospectus dated December 3, 2010, which we refer to as the accompanying prospectus. The accompanying prospectus contains a description of certain terms of the debt securities we may issue, including the notes, and gives more general information, some of which may not apply to the notes. To the extent the information contained in this prospectus supplement differs or varies from the information contained in the accompanying prospectus or the documents incorporated by reference into the prospectus supplement or the accompanying prospectus, the information in this prospectus supplement controls.

We have not, and the underwriters have not, authorized anyone to provide any information other than that contained or incorporated by reference in this prospectus supplement and the accompanying prospectus or in any free writing prospectus prepared by or on behalf of us or to which we have referred you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not, and the underwriters are not, making an offer to sell the notes in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed materially since those dates.

Before you invest in the notes, you should carefully read the registration statement (including the exhibits thereto) of which this prospectus supplement and the accompanying prospectus form a part, this prospectus supplement, the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and accompanying prospectus. The incorporated documents are described under **Where You Can Find More Information**.

As used in this prospectus supplement, the terms **Western Union**, **the Company**, **we**, **us** and **our** refer to The Western Union Company and its consolidated subsidiaries or to The Western Union Company and all of its consolidated subsidiaries taken as a whole, as the context requires.

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**FORWARD-LOOKING STATEMENTS**

This prospectus supplement, the accompanying prospectus and the materials we have filed or will file with the Securities and Exchange Commission (the "SEC") (as well as information included in our other written or oral statements) contain or will contain certain statements that are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Actual outcomes and results may differ materially from those expressed in, or implied by, our forward-looking statements. Words such as expects, intends, anticipates, believes, estimates, guides, provides guidance, provides outlook and other similar expressions or future or conditional verbs such as may, will, should, would and could are intended to identify such forward-looking statements. You should not rely solely on the forward-looking statements and should consider all uncertainties and risks throughout this prospectus supplement and the accompanying prospectus, including those referenced under the sections titled Risk Factors and those incorporated by reference herein. The statements are only as of the date they are made, and we undertake no obligation to update any forward-looking statement.

Possible events or factors that could cause results or performance to differ materially from those expressed in our forward-looking statements include the following: (i) events related to our business and industry, such as: deterioration in consumers' and clients' confidence in our business, or in money transfer and payment service providers generally; changes in general economic conditions and economic conditions in the regions and industries in which we operate, including global economic and trade downturns and financial market disruptions; political conditions and related actions in the United States and abroad which may adversely affect our business and economic conditions as a whole; failure to compete effectively in the money transfer and payment service industry with respect to global and niche or corridor money transfer providers, banks and other money transfer and payment service providers, including telecommunications providers, card associations, card-based payment providers and electronic and Internet providers; the pricing of our services and any pricing reductions, and their impact on our consumers and our financial results; our ability to adapt technology in response to changing industry and consumer needs or trends; our failure to develop and introduce new services and enhancements, and gain market acceptance of such services; changes in, and failure to manage effectively, exposure to foreign exchange rates, including the impact of the regulation of foreign exchange spreads on money transfers and payment transactions; interruptions of United States government relations with countries in which we have or are implementing significant business relationships with agents or clients; changes in immigration laws, interruptions in immigration patterns and other factors related to migrants; mergers, acquisitions and integration of acquired businesses and technologies into our Company, including Travelex Global Business Payments, and the realization of anticipated financial benefits from these acquisitions, and events requiring us to write down our goodwill; decisions to change our business mix; failure to manage credit and fraud risks presented by our agents, clients and consumers or non-performance by our banks, lenders, other financial services providers or insurers; adverse movements and volatility in capital markets and other events which affect our liquidity, the liquidity of our agents or clients, or the value of, or our ability to recover our investments or amounts payable to us; any material breach of security or safeguards of or interruptions in any of our systems; our ability to attract and retain qualified key employees and to manage our workforce successfully; our ability to maintain our agent network and business relationships under terms consistent with or more advantageous to us than those currently in place; adverse rating actions by credit rating agencies; our ability to realize the anticipated benefits from productivity and cost-savings and other related initiatives, which may include decisions to downsize or to transition operating activities from one location to another, and to minimize any disruptions in our workforce that may result from those initiatives; our ability to protect our brands and our other intellectual property rights; our failure to manage the potential both for patent protection and patent liability in the context of a rapidly developing legal framework for intellectual property protection; changes in tax laws and unfavorable resolution of tax contingencies; cessation of or defects in various services provided to us by third-party vendors; material changes in the market value or liquidity of securities that we hold; restrictions imposed by our debt obligations; significantly slower growth or declines in the money transfer, payment service, and other markets in which we operate; and changes in industry standards affecting our business; (ii) events related to our regulatory and litigation environment, such

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as: the failure by us, our agents or their subagents to comply with laws and regulations, including regulatory or judicial interpretations thereof, designed to detect and prevent money laundering, terrorist financing, fraud and other illicit activity, and increased costs or loss of business associated with compliance with those laws and regulations; changes in United States or foreign laws, rules and regulations including the Internal Revenue Code, governmental or judicial interpretations thereof and industry practices and standards, including the impact of the Foreign Account Tax Compliance provisions of the Hiring Incentives to Restore Employment Act; liabilities resulting from a failure of our agents or their subagents to comply with laws and regulations; increased costs or loss of business due to regulatory initiatives and changes in laws, regulations and industry practices and standards affecting us, our agents, or their subagents; liabilities and unanticipated developments resulting from governmental investigations and consent agreements with, or enforcement actions by, regulators, including those associated with compliance with, failure to comply with, or extension of, the settlement agreement with the State of Arizona; the impact on our business from the Dodd-Frank Wall Street Reform and Consumer Protection Act, the rules promulgated thereunder, and the actions of the Consumer Financial Protection Bureau; liabilities resulting from litigation, including class-action lawsuits and similar matters, including costs, expenses, settlements and judgments; failure to comply with regulations regarding consumer privacy and data use and security; effects of unclaimed property laws; failure to maintain sufficient amounts or types of regulatory capital to meet the changing requirements of our regulators worldwide; and changes in accounting standards, rules and interpretations; and (iii) other events, such as: adverse tax consequences from our spin-off from First Data Corporation; catastrophic events; and management's ability to identify and manage these and other risks.

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**INDUSTRY DATA**

This prospectus supplement and the accompanying prospectus include or incorporate by reference industry and trade association data, forecasts and information that we have prepared based, in part, upon data, forecasts and information obtained from independent trade associations, industry publications and surveys and other independent sources available to us. Some data also are based on our good faith estimates, which are derived from management's knowledge of the industry and from independent sources. The primary sources for third-party industry data and forecasts are Aite Group, LLC, or Aite, and other industry reports and articles. These third-party publications and surveys generally state that the information included therein is believed to have been obtained from sources believed to be reliable, but that the publications and surveys can give no assurance as to the accuracy or completeness of such information. We have not independently verified any of the data from third-party sources nor have we ascertained the underlying economic assumptions on which such data are based. Similarly, we believe our internal research is reliable, even though such research has not been verified by any independent sources.

**WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and current reports, proxy statements and other information with the SEC. The SEC allows us to incorporate by reference into this prospectus supplement the information we file with the SEC, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus supplement, and information that we file later with the SEC will automatically update and supersede this information. SEC rules and regulations also permit us to furnish rather than file certain reports and information with the SEC. Any such reports or information which we have indicated or indicate in the future as being furnished shall not be deemed to be incorporated by reference into or otherwise become a part of this prospectus supplement, regardless of when furnished to the SEC. We incorporate by reference the following documents we filed with the SEC (file number 001-32903) and any future filings that we file with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, until the offering of the notes under this prospectus supplement is complete:

Annual Report on Form 10-K for the year ended December 31, 2012;

Quarterly Reports on Form 10-Q for the quarters ended March 31, 2013 and June 30, 2013; and

Current Reports on Form 8-K filed with the SEC on March 11, 2013, June 3, 2013 and June 17, 2013.

We make available free of charge most of our SEC filings through our Internet website ([www.westernunion.com](http://www.westernunion.com)) as soon as reasonably practicable after we electronically file these materials with the SEC. You may access these SEC filings on our website. The contents of our Internet website are not a part of this prospectus supplement or the accompanying prospectus. You may also request a copy of our SEC filings at no cost, by writing or telephoning us at:

The Western Union Company

12500 East Belford Avenue

Englewood, Colorado 80112

Attention: Investor Relations

Telephone (866) 405-5012

Our SEC filings are also available at the SEC's website at <http://www.sec.gov>. You may also read and copy any documents that we file with the SEC at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. You can request copies of these documents by writing to the SEC and paying a fee for the copying cost. Please call the SEC at 1-800-SEC-0330 for more information about the operation of the public reference room.





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**PROSPECTUS SUPPLEMENT SUMMARY**

*This summary highlights selected information contained elsewhere in, or incorporated by reference into, this prospectus supplement and the accompanying prospectus and does not contain all of the information that you should consider in making your investment decision. You should read this summary together with the more detailed information appearing elsewhere in this prospectus supplement, as well as with the information in the accompanying prospectus and in the documents incorporated by reference or deemed incorporated by reference into this prospectus supplement or the accompanying prospectus. You should carefully consider, among other things, the matters discussed in the sections titled "Risk Factors" in this prospectus supplement and in our Annual Report on Form 10-K for the year ended December 31, 2012 and in our Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2013 and June 30, 2013. In addition, this prospectus supplement and the accompanying prospectus include or incorporate by reference forward-looking information that involves risks and uncertainties, which should be read with the cautionary statements and important factors included under "Forward-Looking Statements" above.*

**Our Company**

The Western Union Company is a leader in global money movement and payment services, providing people and businesses with fast, reliable and convenient ways to send money and make payments around the world. The Western Union® brand is globally recognized. Our services are primarily available through a network of agent locations in more than 200 countries and territories. Each location in our agent network is capable of providing one or more of our services.

Our business consists of the following segments:

**Consumer-to-Consumer** The Consumer-to-Consumer operating segment facilitates money transfers between two consumers, primarily through a network of third-party agents. Our multi-currency, real-time money transfer service is viewed by us as one interconnected global network where a money transfer can be sent from one location to another, around the world. This service is available for international cross-border transfers that is, the transfer of funds from one country to another and, in certain countries, intra-country transfers that is, money transfers from one location to another in the same country. This segment also includes money transfer transactions that can be initiated through our websites and account based money transfers.

**Consumer-to-Business** The Consumer-to-Business operating segment facilitates bill payments from consumers to businesses and other organizations, including utilities, auto finance companies, mortgage servicers, financial service providers, government agencies and other businesses. The significant majority of the segment's revenue was generated in the United States in the six months ended June 30, 2013.

**Business Solutions** The Business Solutions operating segment facilitates payment and foreign exchange solutions, primarily cross-border, cross-currency transactions, for small and medium size enterprises and other organizations and individuals. The majority of the segment's business relates to exchanges of currency at the spot rate which enables customers to make cross-currency payments. In addition, in certain countries, we write foreign currency forward and option contracts for customers to facilitate future payments.

All businesses that have not been classified in the above segments are reported as "Other" and include our money order, prepaid services, mobile money transfer, and other businesses and services, in addition to costs for the investigation and closing of acquisitions.

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We believe that brand strength, size and reach of our global network, convenience, reliability, and value for the price paid for our customers have been important to our business. As we continue to meet the needs of our customers for fast, reliable and convenient global money movement and payment services, we are also working to enhance our services and provide our consumer and business clients with access to an expanding portfolio of payment and other financial services and to expand the number of channels available to access these services.

The majority of our revenue comes from fees that consumers pay when they send money or make payments. In certain consumer money transfer and Business Solutions transactions involving different send and receive currencies, we generate revenue based on the difference between the exchange rate set by us to the consumer or business and the rate at which we or our agents are able to acquire currency.

Our principal executive offices are located at 12500 East Belford Avenue, Englewood, Colorado 80112 and our telephone number is (866) 405-5012.

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**The Offering**

The following summary contains basic information about the notes. It does not contain all the information that is important to you. For a more complete understanding of the notes, please refer to the section of this prospectus supplement titled "Description of the Notes" and the section of the accompanying prospectus titled "Description of Debt Securities."

Issuer	The Western Union Company
Notes Offered	\$ aggregate principal amount of Floating Rate Notes due 2015.
Maturity	, 2015.
Interest Rate	Three-month LIBOR plus %, reset quarterly, payable quarterly in arrears.
Interest Payment Dates	, , and of each year, starting on , 2013.
Ranking	The notes will be The Western Union Company's senior unsecured obligations. They will rank equally in right of payment with our existing and future senior unsecured obligations and will be senior in right of payment to any of our existing and future subordinated indebtedness. The notes will be effectively junior to all existing and future indebtedness and other liabilities of our subsidiaries.
Listing	The notes will not be listed on any securities exchange or included in any automated quotation system.
Change of Control Offer to Repurchase	If we experience a Change of Control Triggering Event, as described in this prospectus supplement, each holder of the notes may require us to repurchase some or all of its notes at a price equal to 101% of the principal amount of its notes, plus accrued and unpaid interest to the repurchase date, if any, as described more fully under "Description of the Notes Change of Control."
Sinking Fund	None.
Use of Proceeds	We estimate the net proceeds to us from the sale of the notes will be approximately \$ , after deducting the underwriting discount and other expenses of the offering payable by us. We intend to use the net proceeds from the sale of the notes for general corporate purposes, including repayment of indebtedness.
Risk Factors	Investing in the notes involves risks. See "Risk Factors" beginning on page S-10 of this prospectus supplement and page 4 of the accompanying prospectus for a discussion of certain of the risks you should consider before investing in the notes.

Denominations and Form

The notes will be issued only in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. We will issue the notes in the form of one or more fully registered global notes registered in the

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name of the nominee of The Depository Trust Company, or DTC. Beneficial interests in the notes will be represented through book-entry accounts of financial institutions acting on behalf of beneficial owners as direct and indirect participants in DTC. Clearstream Banking, société anonyme and Euroclear Bank, S.A./N.V., as operator of the Euroclear System, will hold interests on behalf of their participants through their respective U.S. depositaries, which in turn will hold such interests in accounts as participants of DTC. Except in the limited circumstances described in this prospectus supplement, owners of beneficial interests in the notes will not be entitled to have notes registered in their names, will not receive or be entitled to receive notes in definitive form and will not be considered holders of notes under the indenture.

Trustee

Wells Fargo Bank, National Association

Additional Notes

The indenture governing the notes does not, and the notes will not, limit the aggregate principal amount of notes or other debt securities or other debt that we or our subsidiaries may issue. We may issue from time to time other series of debt securities, but such series will be separate from the notes. In addition, we may issue additional notes of the same series as the notes without the consent of, or notice to, the holders of the outstanding notes.

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The following tables set forth our summary of selected historical financial data presented on a consolidated basis and include the accounts of Western Union and our majority-owned subsidiaries. Our summary of selected historical financial data is not necessarily indicative of our future financial condition, future results of operations or future cash flows. You should read the information set forth below in conjunction with all information included and incorporated by reference in this prospectus supplement, including our historical consolidated financial statements and the notes to those statements from our Annual Report on Form 10-K for the year ended December 31, 2012 and our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2013 and June 30, 2013.

	Six Months Ended June 30,		2012	Years Ended December 31,			2008
	2013	2012		2011	2010	2009	
<b>(in millions except per share data and ratios)</b>							
<b>Statements of Income Data:</b>							
Revenues (a)	\$ 2,711.3	\$ 2,818.5	\$ 5,664.8	\$ 5,491.4	\$ 5,192.7	\$ 5,083.6	\$ 5,282.0
Operating expenses (b)(c)	2,137.6	2,140.1	4,334.8	4,106.4	3,892.6	3,800.9	3,927.0
Operating income (a)(b)(c)	573.7	678.4	1,330.0	1,385.0	1,300.1	1,282.7	1,355.0
Interest income (d)	1.1	2.7	5.5	5.2	2.8	9.4	45.2
Interest expense (e)	(96.9)	(89.5)	(179.6)	(181.9)	(169.9)	(157.9)	(171.2)
Other income/(expense), net, excluding interest income and interest expense (f)	4.5	8.6	12.9	66.3	12.2	(2.7)	9.7
Income before income taxes (a)(b)(c)(d)(e)(f)	482.4	600.2	1,168.8	1,274.6	1,145.2	1,131.5	1,238.7
Net income (a)(b)(c)(d)(e)(f)(g)	410.6	518.5	1,025.9	1,165.4	909.9	848.8	919.0
Depreciation and amortization	129.3	122.9	246.1	192.6	175.9	154.2	144.0
<b>Cash Flow Data:</b>							
Net cash provided by operating activities (h)	477.5	445.7	1,185.3	1,174.9	994.4	1,218.1	1,253.9
Capital expenditures (i)	(106.7)	(121.3)	(268.2)	(162.5)	(113.7)	(98.9)	(153.7)
Common stock repurchased (j)	(316.2)	(302.4)	(766.5)	(803.9)	(581.4)	(400.2)	(1,314.5)
<b>Earnings Per Share Data:</b>							
Basic (a)(b)(c)(d)(e)(f)(g)(j)	\$ 0.73	\$ 0.84	\$ 1.70	\$ 1.85	\$ 1.37	\$ 1.21	\$ 1.26
Diluted (a)(b)(c)(d)(e)(f)(g)(j)	\$ 0.73	\$ 0.84	\$ 1.69	\$ 1.84	\$ 1.36	\$ 1.21	\$ 1.24
Cash dividends to stockholders per common share (k)	\$ 0.25	\$ 0.20	\$ 0.425	\$ 0.31	\$ 0.25	\$ 0.06	\$ 0.04
<b>Key Indicators (unaudited):</b>							
Consumer-to-Consumer transactions (l)	115.70	114.86	230.98	225.79	213.74	196.11	188.11
Ratio of earnings to fixed charges (m)	5.7	8.3	7.6	8.0	7.4	7.5	7.7
<b>Balance Sheet Data:</b>							
Settlement assets	\$ 3,462.8	\$ 3,103.3	\$ 3,114.6	\$ 3,091.2	\$ 2,635.2	\$ 2,389.1	\$ 1,207.5
Total assets	9,589.4	9,166.0	9,465.7	9,069.9	7,929.2	7,353.4	