

MONEYGRAM INTERNATIONAL INC  
Form SC 13D/A  
May 09, 2011

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
(Rule 13d-101)

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 2)1

MONEYGRAM INTERNATIONAL, INC.

---

(Name of Issuer)

Common Stock, par value \$0.01 per share

---

(Title of Class of Securities)

60935Y109

---

(CUSIP Number)

James Westra, Esq.  
Weil, Gotshal & Manges LLP  
100 Federal Street, 34th Floor  
Boston, Massachusetts 02110  
(617) 772-8300

---

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

May 4, 2011

---

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

---

1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

CUSIP No. Common Stock –  
60935Y109

(Page 2 of 22)

13D

1. NAME OF REPORTING PERSONS  
Thomas H. Lee Advisors, LLC
  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)
  
3. SEC USE ONLY
  
4. SOURCE OF FUNDS OO
  
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
  
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
  
7. SOLE VOTING POWER\* -0-
  
8. SHARED VOTING POWER\*‡ 286,438,367
  
9. SOLE DISPOSITIVE POWER\* -0-
  
10. SHARED DISPOSITIVE POWER\* 286,438,367
  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*‡  
286,438,367
  
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW  
 (11) \*†‡ 54.3%

14. TYPE OF REPORTING PERSON OO

\*See Item 5.

† This percentage is calculated using a fraction, the numerator of which is the number of shares of Common Stock into which the applicable affiliate(s) of Thomas H. Lee Partners, L.P. could convert, and the denominator of 527,834,656 (which is calculated by adding the number of outstanding shares of Common Stock as of April 11, 2011, 83,710,522, plus the total number of shares of Common Stock into which all shares of Series B Stock and Series B-1 Stock (each as defined herein) could convert within 60 days from the date hereof, giving effect to the accrual of dividends from March 25, 2008 through the end of the last quarterly dividend period completed prior to the date hereof (March 25, 2011) (the "Accrual Period" as also defined in Item 3), which is 444,124,134). See Item 3.

‡ Pursuant to the terms of the Series B Certificate, the holders of Series B Stock shall be entitled to a number of votes per share of Series B Stock equal to the product of (x) a fraction, the numerator of which is the sum of the number of shares outstanding as of the end of the Accrual Period (or other applicable date, as the case may be) of (A) Series B Stock and (B) Series B-1 Stock, and the denominator of which is the number of shares of Series B Stock as of the end of the Accrual Period, and (y) the number of votes to which shares of Common Stock issuable upon conversion of each share of Series B Stock would have been entitled if such shares of Common Stock were outstanding as of the end of the Accrual Period. Thus, the voting power of Thomas H. Lee Advisors, LLC would be 444,124,134 votes or 84.1% of the combined voting power of the Series B Stock and Common Stock voting together as a single class. This Schedule 13D reflects the accrual of dividends, in accordance with the Series B Certificate and the Series B-1 Certificate, from March 25, 2008 through the end of the Accrual Period. See Item 3 and Item 4.

CUSIP No. Common Stock –  
60935Y109

(Page 3 of 22)

13D

1. NAME OF REPORTING PERSONS  
THL Equity Advisors VI, LLC
  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)
  
3. SEC USE ONLY
  
4. SOURCE OF FUNDS OO
  
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)  
or 2(e)
  
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
  
7. SOLE VOTING POWER\* -0-
  
8. SHARED VOTING POWER\* 283,875,489
  
9. SOLE DISPOSITIVE POWER\* -0-
  
10. SHARED DISPOSITIVE POWER\* 283,875,489
  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*  
283,875,489
  
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES

x

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW  
 (11) \*†‡ 53.8%

14. TYPE OF REPORTING PERSON OO

\*See Item 5.

† This percentage is calculated using a fraction, the numerator of which is the number of shares of Common Stock into which the applicable affiliate(s) of Thomas H. Lee Partners, L.P. could convert, and the denominator of 527,834,656 (which is calculated by adding the number of outstanding shares of Common Stock as of April 11, 2011, 83,710,522, plus the total number of shares of Common Stock into which all shares of Series B Stock and Series B-1 Stock (each as defined herein) could convert within 60 days from the date hereof, giving effect to the accrual of dividends from March 25, 2008 through the end of the last quarterly dividend period completed prior to the date hereof (March 25, 2011) (the "Accrual Period" as also defined in Item 3), which is 444,124,134). See Item 3.

‡ Pursuant to the terms of the Series B Certificate, the holders of Series B Stock shall be entitled to a number of votes per share of Series B Stock equal to the product of (x) a fraction, the numerator of which is the sum of the number of shares outstanding as of the end of the Accrual Period (or other applicable date, as the case may be) of (A) Series B Stock and (B) Series B-1 Stock, and the denominator of which is the number of shares of Series B Stock as of the end of the Accrual Period, and (y) the number of votes to which shares of Common Stock issuable upon conversion of each share of Series B Stock would have been entitled if such shares of Common Stock were outstanding as of the end of the Accrual Period. Thus, the voting power of THL Equity Advisors VI, LLC would be 440,150,379 votes or 83.4% of the combined voting power of the Series B Stock and Common Stock voting together as a single class. This Schedule 13D reflects the accrual of dividends, in accordance with the Series B Certificate and the Series B-1 Certificate, from March 25, 2008 through the end of the Accrual Period. See Item 3 and Item 4.

CUSIP No. Common Stock –  
60935Y109

(Page 4 of 22)

13D

1. NAME OF REPORTING PERSONS  
Thomas H. Lee Equity Fund VI, L.P.
  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)
  
3. SEC USE ONLY
  
4. SOURCE OF FUNDS OO
  
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
  
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
  
7. SOLE VOTING POWER\* -0-
  
- NUMBER OF  
SHARES
8. SHARED VOTING POWER\*‡ 160,351,321
- BENEFICIALLY
- OWNED BY EACH
- REPORTING PERSON 9. SOLE DISPOSITIVE POWER\* -0-
- WITH
10. SHARED DISPOSITIVE POWER\* 160,351,321
  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*‡  
160,351,321
  
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW  
 (11) \*†‡ 30.4%

14. TYPE OF REPORTING PERSON

PN

\*See Item 5.

† This percentage is calculated using a fraction, the numerator of which is the number of shares of Common Stock into which the applicable affiliate(s) of Thomas H. Lee Partners, L.P. could convert, and the denominator of 527,834,656 (which is calculated by adding the number of outstanding shares of Common Stock as of April 11, 2011, 83,710,522, plus the total number of shares of Common Stock into which all shares of Series B Stock and Series B-1 Stock (each as defined herein) could convert within 60 days from the date hereof, giving effect to the accrual of dividends from March 25, 2008 through the end of the last quarterly dividend period completed prior to the date hereof (March 25, 2011) (the "Accrual Period" as also defined in Item 3), which is 444,124,134). See Item 3.

‡ Pursuant to the terms of the Series B Certificate, the holders of Series B Stock shall be entitled to a number of votes per share of Series B Stock equal to the product of (x) a fraction, the numerator of which is the sum of the number of shares outstanding as of the end of the Accrual Period (or other applicable date, as the case may be) of (A) Series B Stock and (B) Series B-1 Stock, and the denominator of which is the number of shares of Series B Stock as of the end of the Accrual Period, and (y) the number of votes to which shares of Common Stock issuable upon conversion of each share of Series B Stock would have been entitled if such shares of Common Stock were outstanding as of the end of the Accrual Period. Thus, the voting power of Thomas H. Lee Equity Fund VI, L.P. would be 248,625,533 votes or 47.1% of the combined voting power of the Series B Stock and Common Stock voting together as a single class. This Schedule 13D reflects the accrual of dividends, in accordance with the Series B Certificate and the Series B-1 Certificate, from March 25, 2008 through the end of Accrual Period. See Item 3 and Item 4.



CUSIP No. Common Stock –  
60935Y109

(Page 5 of 22)

13D

1. NAME OF REPORTING PERSONS  
Thomas H. Lee Parallel Fund VI, L.P.
  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)
  
3. SEC USE ONLY
  
4. SOURCE OF FUNDS OO
  
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
  
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
  
7. SOLE VOTING POWER\* -0-
  
8. SHARED VOTING POWER\*‡ 104,662,983
  
9. SOLE DISPOSITIVE POWER\* -0-
  
10. SHARED DISPOSITIVE POWER\* 104,662,983
  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*‡  
104,662,983
  
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW  
(11) \*†‡ 19.8%

14. TYPE OF REPORTING PERSON PN

\*See Item 5.

† This percentage is calculated using a fraction, the numerator of which is the number of shares of Common Stock into which the applicable affiliate(s) of Thomas H. Lee Partners, L.P. could convert, and the denominator of 527,834,656 (which is calculated by adding the number of outstanding shares of Common Stock as of April 11, 2011, 83,710,522, plus the total number of shares of Common Stock into which all shares of Series B Stock and Series B-1 Stock (each as defined herein) could convert within 60 days from the date hereof, giving effect to the accrual of dividends from March 25, 2008 through the end of the last quarterly dividend period completed prior to the date hereof (March 25, 2011) (the “Accrual Period” as also defined in Item 3), which is 444,124,134). See Item 3.

‡ Pursuant to the terms of the Series B Certificate, the holders of Series B Stock shall be entitled to a number of votes per share of Series B Stock equal to the product of (x) a fraction, the numerator of which is the sum of the number of shares outstanding as of the end of the Accrual Period (or other applicable date, as the case may be) of (A) Series B Stock and (B) Series B-1 Stock, and the denominator of which is the number of shares of Series B Stock as of the end of the Accrual Period, and (y) the number of votes to which shares of Common Stock issuable upon conversion of each share of Series B Stock would have been entitled if such shares of Common Stock were outstanding as of the end of the Accrual Period. Thus, the voting power of Thomas H. Lee Parallel Fund VI, L.P. would be 162,280,483 votes or 30.7% of the combined voting power of the Series B Stock and Common Stock voting together as a single class. This Schedule 13D reflects the accrual of dividends, in accordance with the Series B Certificate and the Series B-1 Certificate, from March 25, 2008 through the end of Accrual Period. See Item 3 and Item 4.

CUSIP No. Common Stock –  
60935Y109

(Page 6 of 22)

13D

1. NAME OF REPORTING PERSONS  
Thomas H. Lee Parallel (DT) Fund VI, L.P.
  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)
  
3. SEC USE ONLY
  
4. SOURCE OF FUNDS OO
  
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
  
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
  
7. SOLE VOTING POWER\* -0-
  
8. SHARED VOTING POWER\*<sup>‡</sup> 18,282,522
  
9. SOLE DISPOSITIVE POWER\* -0-
  
10. SHARED DISPOSITIVE POWER\* 18,282,522
  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*<sup>‡</sup>  
18,282,522
  
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

x

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW  
 (11) \*†‡ 3.5%

14. TYPE OF REPORTING PERSON

PN

\*See Item 5.

† This percentage is calculated using a fraction, the numerator of which is the number of shares of Common Stock into which the applicable affiliate(s) of Thomas H. Lee Partners, L.P. could convert, and the denominator of 527,834,656 (which is calculated by adding the number of outstanding shares of Common Stock as of April 11, 2011, 83,710,522, plus the total number of shares of Common Stock into which all shares of Series B Stock and Series B-1 Stock (each as defined herein) could convert within 60 days from the date hereof, giving effect to the accrual of dividends from March 25, 2008 through the end of the last quarterly dividend period completed prior to the date hereof (March 25, 2011) (the "Accrual Period" as also defined in Item 3), which is 444,124,134). See Item 3.

‡ Pursuant to the terms of the Series B Certificate, the holders of Series B Stock shall be entitled to a number of votes per share of Series B Stock equal to the product of (x) a fraction, the numerator of which is the sum of the number of shares outstanding as of the end of the Accrual Period (or other applicable date, as the case may be) of (A) Series B Stock and (B) Series B-1 Stock, and the denominator of which is the number of shares of Series B Stock as of the end of the Accrual Period, and (y) the number of votes to which shares of Common Stock issuable upon conversion of each share of Series B Stock would have been entitled if such shares of Common Stock were outstanding as of the end of the Accrual Period. Thus, the voting power of Thomas H. Lee Parallel (DT) Fund VI, L.P. would be 28,347,142 votes or 5.4% of the combined voting power of the Series B Stock and Common Stock voting together as a single class. This Schedule 13D reflects the accrual of dividends, in accordance with the Series B Certificate and the Series B-1 Certificate, from March 25, 2008 through the end of Accrual Period. See Item 3 and Item 4.

CUSIP No. Common Stock –  
60935Y109

(Page 7 of 22)

13D

1. NAME OF REPORTING PERSONS  
THL Equity Fund VI Investors (MoneyGram), LLC±
  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) " (b)x
  
3. SEC USE ONLY
  
4. SOURCE OF FUNDS OO
  
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) "
  
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
  
7. SOLE VOTING POWER\* -0-
  
8. SHARED VOTING POWER\*‡ 578,663
  
9. SOLE DISPOSITIVE POWER\* -0-
  
10. SHARED DISPOSITIVE POWER\* 578,663
  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*‡  
578,663
  
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

x

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW

(11) \*†‡ 0.1%

14. TYPE OF REPORTING PERSON

PN

± This entity was converted from THL Equity Fund VI Investors (MoneyGram), L.P. on April 2, 2008.

\*See Item 5.

† This percentage is calculated using a fraction, the numerator of which is the number of shares of Common Stock into which the applicable affiliate(s) of Thomas H. Lee Partners, L.P. could convert, and the denominator of 527,834,656 (which is calculated by adding the number of outstanding shares of Common Stock as of April 11, 2011, 83,710,522, plus the total number of shares of Common Stock into which all shares of Series B Stock and Series B-1 Stock (each as defined herein) could convert within 60 days from the date hereof, giving effect to the accrual of dividends from March 25, 2008 through the end of the last quarterly dividend period completed prior to the date hereof (March 25, 2011) (the "Accrual Period" as also defined in Item 3), which is 444,124,134). See Item 3.

‡ Pursuant to the terms of the Series B Certificate, the holders of Series B Stock shall be entitled to a number of votes per share of Series B Stock equal to the product of (x) a fraction, the numerator of which is the sum of the number of shares outstanding as of the end of the Accrual Period (or other applicable date, as the case may be) of (A) Series B Stock and (B) Series B-1 Stock, and the denominator of which is the number of shares of Series B Stock as of the end of the Accrual Period, and (y) the number of votes to which shares of Common Stock issuable upon conversion of each share of Series B Stock would have been entitled if such shares of Common Stock were outstanding as of the end of the Accrual Period. Thus, the voting power of THL Equity Fund VI Investors (MoneyGram), LLC would be 897,220 votes or 0.2% of the combined voting power of the Series B Stock and Common Stock voting together as a single class. This Schedule 13D reflects the accrual of dividends, in accordance with the Series B Certificate and the Series B-1 Certificate, from March 25, 2008 through the end of Accrual Period. See Item 3 and Item 4.

CUSIP No. Common Stock –  
60935Y109

(Page 8 of 22)

13D

1. NAME OF REPORTING PERSONS  
THL Coinvestment Partners, L.P.
  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)
  
3. SEC USE ONLY
  
4. SOURCE OF FUNDS OO
  
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
  
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
  
7. SOLE VOTING POWER\* -0-
  
8. SHARED VOTING POWER\*<sup>‡</sup> 441,507
  
9. SOLE DISPOSITIVE POWER\* -0-
  
10. SHARED DISPOSITIVE POWER\* 441,507
  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*<sup>‡</sup>  
441,507
  
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW  
 (11) \*†‡ 0.1%

14. TYPE OF REPORTING PERSON

PN

\*See Item 5.

† This percentage is calculated using a fraction, the numerator of which is the number of shares of Common Stock into which the applicable affiliate(s) of Thomas H. Lee Partners, L.P. could convert, and the denominator of 527,834,656 (which is calculated by adding the number of outstanding shares of Common Stock as of April 11, 2011, 83,710,522, plus the total number of shares of Common Stock into which all shares of Series B Stock and Series B-1 Stock (each as defined herein) could convert within 60 days from the date hereof, giving effect to the accrual of dividends from March 25, 2008 through the end of the last quarterly dividend period completed prior to the date hereof (March 25, 2011) (the “Accrual Period” as also defined in Item 3), which is 444,124,134). See Item 3.

‡ Pursuant to the terms of the Series B Certificate, the holders of Series B Stock shall be entitled to a number of votes per share of Series B Stock equal to the product of (x) a fraction, the numerator of which is the sum of the number of shares outstanding as of the end of the Accrual Period (or other applicable date, as the case may be) of (A) Series B Stock and (B) Series B-1 Stock, and the denominator of which is the number of shares of Series B Stock as of the end of the Accrual Period, and (y) the number of votes to which shares of Common Stock issuable upon conversion of each share of Series B Stock would have been entitled if such shares of Common Stock were outstanding as of the end of the Accrual Period. Thus, the voting power of THL Coinvestment Partners, L.P. would be 684,558 votes or 0.1% of the combined voting power of the Series B Stock and Common Stock voting together as a single class. This Schedule 13D reflects the accrual of dividends, in accordance with the Series B Certificate and the Series B-1 Certificate, from March 25, 2008 through the end of Accrual Period. See Item 3 and Item 4.



CUSIP No. Common Stock –  
60935Y109

(Page 9 of 22)

13D

1. NAME OF REPORTING PERSONS  
THL Operating Partners, L.P.
  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)
  
3. SEC USE ONLY
  
4. SOURCE OF FUNDS OO
  
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
  
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
  
7. SOLE VOTING POWER\* -0-
  
8. SHARED VOTING POWER\*‡ 543,944
  
9. SOLE DISPOSITIVE POWER\* -0-
  
10. SHARED DISPOSITIVE POWER\* 543,944
  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*‡  
543,944
  
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW

(11) \*†‡ 0.1%

14. TYPE OF REPORTING PERSON

PN

\*See Item 5.

† This percentage is calculated using a fraction, the numerator of which is the number of shares of Common Stock into which the applicable affiliate(s) of Thomas H. Lee Partners, L.P. could convert, and the denominator of 527,834,656 (which is calculated by adding the number of outstanding shares of Common Stock as of April 11, 2011, 83,710,522, plus the total number of shares of Common Stock into which all shares of Series B Stock and Series B-1 Stock (each as defined herein) could convert within 60 days from the date hereof, giving effect to the accrual of dividends from March 25, 2008 through the end of the last quarterly dividend period completed prior to the date hereof (March 25, 2011) (the “Accrual Period” as also defined in Item 3), which is 444,124,134). See Item 3.

‡ Pursuant to the terms of the Series B Certificate, the holders of Series B Stock shall be entitled to a number of votes per share of Series B Stock equal to the product of (x) a fraction, the numerator of which is the sum of the number of shares outstanding as of the end of the Accrual Period (or other applicable date, as the case may be) of (A) Series B Stock and (B) Series B-1 Stock, and the denominator of which is the number of shares of Series B Stock as of the end of the Accrual Period, and (y) the number of votes to which shares of Common Stock issuable upon conversion of each share of Series B Stock would have been entitled if such shares of Common Stock were outstanding as of the end of the Accrual Period. Thus, the voting power of THL Operating Partners, L.P. would be 843,387 votes or 0.2% of the combined voting power of the Series B Stock and Common Stock voting together as a single class. This Schedule 13D reflects the accrual of dividends, in accordance with the Series B Certificate and the Series B-1 Certificate, from March 25, 2008 through the end of Accrual Period. See Item 3 and Item 4.

CUSIP No. Common Stock –  
60935Y109

(Page 10 of 22)

13D

1. NAME OF REPORTING PERSONS  
Putnam Investments Holdings, LLC
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)x (b)''
3. SEC USE ONLY
4. SOURCE OF FUNDS OO
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ''
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
7. SOLE VOTING POWER\* -0-
8. SHARED VOTING POWER\*‡ 788,560
9. SOLE DISPOSITIVE POWER\* -0-
10. SHARED DISPOSITIVE POWER\* 788,560
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*‡  
788,560
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES x
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)\*‡‡ 0.1%
14. TYPE OF REPORTING PERSON OO

\*See Item 5.

† This percentage is calculated using a fraction, the numerator of which is the number of shares of Common Stock into which the applicable affiliate(s) of Thomas H. Lee Partners, L.P. could convert, and the denominator of 527,834,656 (which is calculated by adding the number of outstanding shares of Common Stock as of April 11, 2011, 83,710,522, plus the total number of shares of Common Stock into which all shares of Series B Stock and Series B-1 Stock (each as defined herein) could convert within 60 days from the date hereof, giving effect to the accrual of dividends from March 25, 2008 through the end of the last quarterly dividend period completed prior to the date hereof (March 25, 2011) (the “Accrual Period” as also defined in Item 3), which is 444,124,134). See Item 3.

‡ Pursuant to the terms of the Series B Certificate, the holders of Series B Stock shall be entitled to a number of votes per share of Series B Stock equal to the product of (x) a fraction, the numerator of which is the sum of the number of shares outstanding as of the end of the Accrual Period (or other applicable date, as the case may be) of (A) Series B Stock and (B) Series B-1 Stock, and the denominator of which is the number of shares of Series B Stock as of the end of the Accrual Period, and (y) the number of votes to which shares of Common Stock issuable upon conversion of each share of Series B Stock would have been entitled if such shares of Common Stock were outstanding as of the end of the Accrual Period. Thus, the voting power of Putnam Investments Holdings, LLC would be 1,222,666 votes or 0.2% of the combined voting power of the Series B Stock and Common Stock voting together as a single class. This Schedule 13D reflects the accrual of dividends, in accordance with the Series B Certificate and the Series B-1 Certificate, from March 25, 2008 through the end of Accrual Period. See Item 3 and Item 4.

---

CUSIP No. Common Stock –  
60935Y109

(Page 11 of 22)

13D

1. NAME OF REPORTING PERSONS  
Great-West Investors L.P.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)
3. SEC USE ONLY
4. SOURCE OF FUNDS OO
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
7. SOLE VOTING POWER\* -0-
8. SHARED VOTING POWER\*<sup>†‡</sup> 1,577,427
9. SOLE DISPOSITIVE POWER\* -0-
10. SHARED DISPOSITIVE POWER\* 1,577,427
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*<sup>†‡</sup>  
1,577,427
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) \*<sup>†‡</sup> 0.3%

14. TYPE OF REPORTING PERSON

PN

\*See Item 5.

† This percentage is calculated using a fraction, the numerator of which is the number of shares of Common Stock into which the applicable affiliate(s) of Thomas H. Lee Partners, L.P. could convert, and the denominator of 527,834,656 (which is calculated by adding the number of outstanding shares of Common Stock as of April 11, 2011, 83,710,522, plus the total number of shares of Common Stock into which all shares of Series B Stock and Series B-1 Stock (each as defined herein) could convert within 60 days from the date hereof, giving effect to the accrual of dividends from March 25, 2008 through the end of the last quarterly dividend period completed prior to the date hereof (March 25, 2011) (the "Accrual Period" as also defined in Item 3), which is 444,124,134). See Item 3.

‡ Pursuant to the terms of the Series B Certificate, the holders of Series B Stock shall be entitled to a number of votes per share of Series B Stock equal to the product of (x) a fraction, the numerator of which is the sum of the number of shares outstanding as of the end of the Accrual Period (or other applicable date, as the case may be) of (A) Series B Stock and (B) Series B-1 Stock, and the denominator of which is the number of shares of Series B Stock as of the end of the Accrual Period, and (y) the number of votes to which shares of Common Stock issuable upon conversion of each share of Series B Stock would have been entitled if such shares of Common Stock were outstanding as of the end of the Accrual Period. Thus, the voting power of Great-West Investors L.P. would be 2,445,808 votes or 0.5% of the combined voting power of the Series B Stock and Common Stock voting together as a single class. This Schedule 13D reflects the accrual of dividends, in accordance with the Series B Certificate and the Series B-1 Certificate, from March 25, 2008 through the end of Accrual Period. See Item 3 and Item 4.

---

CUSIP No. Common Stock –  
60935Y109

(Page 12 of 22)

13D

1. NAME OF REPORTING PERSONS  
Putnam Investments Employees' Securities Company III LLC
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) " (b)x
3. SEC USE ONLY
4. SOURCE OF FUNDS OO
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) "
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
7. SOLE VOTING POWER\* -0-
8. SHARED VOTING POWER\*‡ 788,560
9. SOLE DISPOSITIVE POWER\* -0-
10. SHARED DISPOSITIVE POWER\*‡ 788,560
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*  
788,560
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES x
- 13.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW

(11) \*†‡ 0.1%

14. TYPE OF REPORTING PERSON

OO

\*See Item 5.

† This percentage is calculated using a fraction, the numerator of which is the number of shares of Common Stock into which the applicable affiliate(s) of Thomas H. Lee Partners, L.P. could convert, and the denominator of 527,834,656 (which is calculated by adding the number of outstanding shares of Common Stock as of April 11, 2011, 83,710,522, plus the total number of shares of Common Stock into which all shares of Series B Stock and Series B-1 Stock (each as defined herein) could convert within 60 days from the date hereof, giving effect to the accrual of dividends from March 25, 2008 through the end of the last quarterly dividend period completed prior to the date hereof (March 25, 2011) (the "Accrual Period" as also defined in Item 3), which is 444,124,134. See Item 3.

‡ Pursuant to the terms of the Series B Certificate, the holders of Series B Stock shall be entitled to a number of votes per share of Series B Stock equal to the product of (x) a fraction, the numerator of which is the sum of the number of shares outstanding as of the end of the Accrual Period (or other applicable date, as the case may be) of (A) Series B Stock and (B) Series B-1 Stock, and the denominator of which is the number of shares of Series B Stock as of the end of the Accrual Period, and (y) the number of votes to which shares of Common Stock issuable upon conversion of each share of Series B Stock would have been entitled if such shares of Common Stock were outstanding as of the end of the Accrual Period. Thus, the voting power of Putnam Investments Employees' Securities Company III LLC would be 1,222,666 votes or 0.2% of the combined voting power of the Series B Stock and Common Stock voting together as a single class. This Schedule 13D reflects the accrual of dividends, in accordance with the Series B Certificate and the Series B-1 Certificate, from March 25, 2008 through the end of Accrual Period. See Item 3 and Item 4.

---



This Amendment No. 2 (“Amendment No. 2”) amends and supplements the statement on Schedule 13D originally filed by the Reporting Persons on April 4, 2008, as amended on March 7, 2011 (the “Schedule 13D”). Unless otherwise indicated, each capitalized term used but not defined in this Amendment No. 2 shall have the meaning assigned to such term in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and restated in its entirety with the following:

The Amendment (as defined in Item 4) will not involve the Reporting Persons’ use of any funds or other consideration.

The number of shares of Common Stock of each Reporting Person set forth on the cover pages hereto reflect the fact that the Independent Directors (as defined in the Purchase Agreement, a copy of which is filed as Exhibit 7.01 to the Schedule 13D and incorporated herein by reference) elected to accrue dividends on the Series B Stock and Series B-1 Stock for each quarter for which shares of such Series B Stock and Series B-1 Stock were outstanding concluded prior to date hereof (the “Accrual Period”), which ended March 25, 2011 pursuant to the terms of the accrual of dividends as set forth in the Series B Certificate and the Series B-1 Certificate. Such accruals have without any action of any Reporting Person increased the number of shares of Common Stock or Series D Stock, as applicable, into which the Series B Stock and Series B-1 Stock are convertible pursuant to the terms of the Series B Certificate and the Series B-1 Certificate. Such accruals did not involve the Reporting Persons’ use of any funds or other consideration.”

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended by adding the following immediately prior to the paragraph beginning “Each of the Reporting Persons reserves the right”:

On May 4, 2011, the Investors and the Company entered into Amendment No.1 to the Recapitalization Agreement (the “Amendment”) in order to (i) modify the stockholder vote required for approval of the Recapitalization to require the affirmative vote of a majority of the outstanding shares of Common Stock (not including the Series B Preferred Stock or any other stock of the Company held by any Investor or any executive officer or director of the Company) rather than the majority of such shares present in person or by proxy at the a meeting of the stockholders of the Company (the “Stockholder Meeting”), and (ii) provide that the closing condition with respect to the receipt of the requisite stockholder approvals may not be waived or amended in such a manner as to permit a waiver by the Company or the Investors acting individually or as a group. The Amendment is attached hereto as Exhibit 7.20 and is incorporated herein by reference. The Recapitalization

Agreement, the Amendment and the Recapitalization did or may result in one or more of the actions specified in clauses (a) – (j) of Item 4 of Schedule 13D, including without limitation a change to the present capitalization or dividend policy of the Company.

Item 4 of the Schedule 13D is hereby amended by deleting the paragraph beginning “As set forth in the Recapitalization Agreement” and replacing it with the following:

As set forth in the Recapitalization Agreement, as amended by the Amendment, the consummation of the transactions contemplated by the Recapitalization Agreement is subject to the satisfaction (or waiver by the Company or the GS Investors and holders of 97% of the Series B Stock, as applicable; provided, that, neither the Company nor the Investors, acting individually or as a group, may waive the Stockholder Approval Requirements (as defined below)) of certain conditions, including without limitation, (i) the accuracy of representations and warranties of the Company and the Investors, respectively, as of the Closing Date, (ii) the Company’s and the Investors’ respective performance and compliance in all material respects with all agreements, covenants and conditions contained in the Recapitalization Agreement required to be performed or complied with by the Company and the Investors, respectively, (iii) the absence of any order, decree or ruling issued by, or action commenced before, a governmental authority prohibiting the transactions contemplated by the Recapitalization Agreement or that could reasonably be expected to prevent, or result in substantial damages with respect to, the consummation of the transactions contemplated by the Recapitalization Agreement, (iv) receipt of all required governmental approvals, including any regulatory approvals and necessary third party consents and the board of directors of the Company shall not have withdrawn or changed its recommendation that the stockholders of the Company vote in favor of the Recapitalization, (v) receipt of (A) approval by the holders of a majority of all outstanding voting stock of the Company, voting as a single class, present in person or by proxy at a Stockholder Meeting and (B) approval of the Recapitalization by the holders of a majority of all outstanding voting stock of the Company (excluding any stock held by the Investors or any executive officer or director of the Company) (clause (A) and (B), collectively, the “Stockholder Approval Requirements”), (vi) each other Investor shall have consummated, or will consummate, the actions required to consummate the transactions contemplated by the Recapitalization Agreement such that 100% of the Series B-1 Stock and at least 97% of the Series B Stock will be converted on the Closing Date, (vii) the absence of any event, development, circumstance or occurrence since the execution of the Recapitalization Agreement that, individually or in the aggregate, has had or would reasonably be expected to have a material adverse effect on the Company and its subsidiaries taken as a whole, and (viii) the entry into an amendment to the Registration Rights Agreement, dated as of March 25, 2008, by and among the THL Purchasers, the GS Investors and the Company. In addition, the shares of Common Stock issued pursuant to the Recapitalization Agreement, including the shares of Common Stock issuable upon conversion of the Series D Stock, shall be duly listed and admitted and authorized for trading, subject to official notice of issuance, on the New York Stock Exchange. The Company shall have filed a pre-effective

amendment to its registration statement (the "Registration Statement") on Form S-3 to include the Additional Shares, and the shares of Common Stock into which any Additional Shares may be converted, in the Registration Statement. Lastly, the consummation of the transactions contemplated by the Recapitalization Agreement is subject to receipt by the Company of financing in an amount and on terms no less favorable to the Company than as set forth in the Recapitalization Agreement.

The description of the Recapitalization Agreement and the Amendment in this Schedule 13D does not purport to be complete, and is qualified in its entirety by reference to the Recapitalization Agreement, which is included as Exhibit 7.15 to Amendment No. 1 to the Schedule 13D, filed March 9, 2011 and incorporated by reference herein, and the Amendment, which is included as Exhibit 7.20 hereto and incorporated by reference herein.

Item 5. Interest in Securities of the Company.

Item 5 (a) – (b) is hereby amended and restated in its entirety with the following:

(a) – (b)

The response to Item 4 is incorporated herein by reference. The Company's Proxy Statement on Schedule 14A filed on April 12, 2011 disclosed that as of April 11, 2011 there were 83,710,522 shares of Common Stock outstanding. As of the date hereof, the Reporting Persons collectively own 485,000 shares (98%) of Series B Stock, which as of (i) March 25, 2008, subject to certain limitations, are convertible into 194,000,000 shares of Common Stock and (ii) March 25, 2011, the end of the Accrual Period, are convertible into 280,651,733. The other 10,000 shares of Series B Stock are held by Silver Point. The holders of Series B Stock are entitled to the Series B Voting Power. As described above, as dividends on the Series B Stock and Series B-1 Stock accrue, the Series B Voting Power will increase.

By virtue of the relationships among the Reporting Persons described herein, the Reporting Persons may be deemed to share beneficial ownership with respect to the shares reported herein. Except to the extent of a pecuniary interest therein, each of the Reporting Persons expressly disclaims the existence of such beneficial ownership, except: (1) Advisors does not disclaim beneficial ownership of shares held by the THL Coinvest Entities, (2) Advisors VI does not disclaim beneficial ownership of shares held by Equity Fund, Parallel Fund, DT Fund and Fund VI (MG), (3) Putnam Holdings does not disclaim beneficial ownership of shares held by Putnam, and (4) Great-West does not disclaim beneficial ownership of shares held by Putnam and Putnam Holdings.

As disclosed in the cover pages hereto, the holders of Series B Stock shall be entitled to a number of votes per share of Series B Stock equal to the product of (x) a fraction, the numerator of which is the sum of the number of shares outstanding as of the end of the Accrual Period of (A) Series B Stock and (B) Series B-1 Stock, and the denominator of which is the number of shares of Series B Stock as of the end of the

Accrual Period, and (y) the number of votes to which shares of Common Stock issuable upon conversion of each share of Series B Stock would have been entitled if such shares of Common Stock were outstanding as of the end of the Accrual Period (the “Series B Voting Rights”).

Equity Fund has direct beneficial ownership of 267,106.397 shares, or approximately 54.0% of the Series B Stock, and pursuant to the proxy powers granted to Equity Fund over the Series B Stock held by Silver Point in the Silver Point Letter Agreement, may be deemed to have an indirect beneficial ownership of 10,000 shares, or 2.0% of the Series B Stock, which shares in total are convertible into 160,351,321 shares of Common Stock. As of the end of the Accrual Period taking into account accrued dividends through such date, this would represent a 30.4% ownership interest, or a 47.1% voting interest based on the Series B Voting Rights. Equity Fund may be deemed to share with Advisors and Advisors IV voting and dispositive power with respect to such Series B Stock. Equity Fund disclaims beneficial ownership of the stock held by Silver Point. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that Equity Fund, the Reporting Persons or any of their respective affiliates are the beneficial owners of any of the stock beneficially owned by Silver Point for purposes of Section 13(d) of the Exchange Act or for any other purpose.

Parallel Fund has direct beneficial ownership of 180,870.241 shares, or 36.5% of the Series B Stock, which are convertible into 104,662,983 shares of Common Stock. As of the end of the Accrual Period taking into account accrued dividends through such date, this would represent a 19.8% ownership interest, or a 30.7% voting interest based on the Series B Voting Rights. Parallel Fund may be deemed to share with Advisors and Advisors IV voting and dispositive power with respect to such Series B Stock.

DT Fund has direct beneficial ownership of 31,594.4 shares, or 6.4% of the Series B Stock, which are convertible into 18,282,522 shares of the Common Stock. As of the end of the Accrual Period taking into account accrued dividends through such date, this would represent a 3.5% ownership interest, or a 5.4% voting interest based on the Series B Voting Rights. DT Fund may be deemed to share with Advisors and Advisors IV voting and dispositive power with respect to such Series B Stock.

Fund VI (MG) has direct beneficial ownership of 1,000 shares, or 0.2% of the Series B Stock, which are convertible into 578,663 shares of the Common Stock. As of the end of the Accrual Period taking into account accrued dividends through such date,

this would represent a 0.1% ownership interest, or a 0.2% voting interest based on the Series B Voting Rights. Fund VI (MG) may be deemed to share with Advisors and Advisors IV voting and dispositive power with respect to such Series B Stock.

Coinvestment Fund has direct beneficial ownership of 762,978 shares, or 0.2% of the Series B Stock, which are convertible into 441,507 shares of the Common Stock. As of the end of the Accrual Period taking into account accrued dividends through such date, this would represent a 0.1% ownership interest, or a 0.1% voting interest based on the Series B Voting Rights. Coinvestment Fund may be deemed to share with Advisors voting and dispositive power with respect to such Series B Stock.

Operating Partners has direct beneficial ownership of 940 shares, or 0.2% of the Series B Stock, which are convertible into 543,944 shares of the Common Stock. As of the end of the Accrual Period taking into account accrued dividends through such date, this would represent a 0.1% ownership interest, or a 0.2% voting interest based on the Series B Voting Rights. Operating Partners may be deemed to share with Advisors voting and dispositive power with respect to such Series B Stock.

Putnam has direct beneficial ownership of 1,362,727 shares, or 0.3% of the Series B Stock, which are convertible into 788,560 shares of the Common Stock. As of the end of the Accrual Period taking into account accrued dividends through such date, this would represent a 0.1% ownership interest, or a 0.2% voting interest based on the Series B Voting Rights. Putnam may be deemed to share with Putnam Holdings, Great-West and Advisors voting and dispositive power with respect to such Series B Stock.

Putnam Holdings, as the managing member of Putnam, may be deemed to be the beneficial owner, or to hold shared voting or dispositive power, of 1,362,727 shares, or 0.3% of the Series B Stock, which are convertible into 788,560 shares of the Common Stock. As of the end of the Accrual Period taking into account accrued dividends through such date, this would represent a 0.1% ownership interest, or a 0.2% voting interest based on the Series B Voting Rights. Putnam Holdings may be deemed to share with Great-West and Advisors voting and dispositive power with respect to such Series B Stock.

Great-West has direct beneficial ownership of 1,363,257 shares, or 0.3% of the Series B Stock, and indirectly controls Putnam Holdings, so has indirect beneficial ownership of 1,362,727 shares, or 0.3% of the Series B Stock, which shares in total are convertible into 1,577,427 shares of the Common Stock. As of the end of the Accrual Period taking into account accrued dividends through such date, this would represent a 0.3% ownership interest, or a 0.5% voting interest based on the Series B Voting Rights. Great-West may be deemed to share with Advisors voting and dispositive power with respect to such Series B Stock.

Advisors VI, as the general partner of the Funds and Fund VI (MG), may be deemed to be the beneficial owner, or to hold shared voting or dispositive power, of 490,571,038 shares, or 99.1% of the Series B Stock, which are convertible into 283,875,489 shares of the Common Stock. As of the end of the Accrual Period taking into account accrued dividends through such date, this would represent a 53.8% ownership interest, or a 83.4% voting interest based on the Series B Voting Rights. Advisors VI may be deemed to share with Advisors voting and dispositive power with respect to such Series B.

Advisors, as (1) the general partner of the sole member of Advisors VI, (2) the general partner of the general partner of Coinvestment Fund and Operating Partners, and (3)



pursuant to the terms of the Fourth Amended and Restated Limited Partnership Agreement of Thomas H. Lee Equity Fund VI, L.P., which requires Great-West to dispose of its shares of stock pro rata with the Funds, may be deemed to be the beneficial owner, or to hold shared voting or dispositive power, of 495,000 shares, or 100% of the Series B Stock, which shares in total are convertible into 286,438,367 shares of the Common Stock. As of the end of the Accrual Period taking into account accrued dividends through such date, this would represent a 54.3% ownership interest, or a 84.1% voting interest in the combined voting power of the Series B Stock and Common Stock voting together as a single class.

Pursuant to the 2009 Letter Agreement, SPCP has appointed Equity Fund as proxy, with the full power of substitution and authorized Equity Fund to vote all of its shares of Series B Stock acquired pursuant to the 2009 Letter Agreement and any shares into which such shares are converted (the "Transferred Shares"), in such manner as the other Series B Stock, and any shares into which such shares are converted, held by the THL Funds are voted (the "Proxy"). Additionally, pursuant to the 2009 Letter Agreement, SPCP and the THL Funds have agreed that SCPC may not sell or transfer any Transferred Shares unless the THL Funds sell or transfer any Series B Stock or common shares into which such shares are converted to an unaffiliated third party, in which case, SCPC shall sell or transfer, in the same transaction and on the same terms and conditions, a number of Transferred Shares equal to the number of shares being sold or transferred by the THL Funds multiplied by the Applicable Percentage (the "Co-Exit Rights").

Concurrently with entry into the Recapitalization Agreement, SCPC and the THL Investors entered into a letter agreement attached hereto as Exhibit 7.19 and incorporated by reference herein (the "Amendment Letter") amending the terms of the 2009 Letter Agreement in part to terminate the provisions relating to the Proxy and the Co-Exit Rights following the nine (9) month anniversary of the Closing Date. The Amendment Letter will terminate if the Recapitalization Agreement is terminated prior to the Closing Date.

As a result of the matters described in Item 4 above and Item 6 below, the Reporting Persons may be deemed to constitute a "group," within the meaning of Section 13(d)(3) of the Exchange Act, with Goldman Sachs and Silver Point. The Reporting Persons disclaim beneficial ownership of the stock held by Goldman Sachs. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that the Reporting Persons or any of their respective affiliates are the beneficial owners of any of stock beneficially owned by Goldman Sachs for purposes of Section 13(d) of the Exchange Act or for any other purpose.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended by adding the following:

EXHIBIT 7.20

Amendment No. 1 to Recapitalization Agreement, by and among the Company and the Investors, dated as of May 4, 2011.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: May 9, 2011

THOMAS H. LEE ADVISORS, LLC

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director and Chief  
Financial Officer

THL EQUITY ADVISORS VI, LLC

By: THOMAS H. LEE PARTNERS, L.P.  
its general partner  
By: THOMAS H. LEE ADVISORS, LLC  
its general partner

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director and Chief  
Financial Officer

THOMAS H. LEE EQUITY FUND VI, L.P.

By: THL EQUITY ADVISORS VI, LLC, its general  
partner  
By: THOMAS H. LEE PARTNERS, L.P., its sole member  
By: THOMAS H. LEE ADVISORS, LLC, its general  
partner

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director and Chief  
Financial Officer

[Signature Page to 13D/A]





THOMAS H. LEE PARALLEL FUND VI, L.P.

By: THL EQUITY ADVISORS VI, LLC, its general partner

By: THOMAS H. LEE PARTNERS, L.P., its sole member

By: THOMAS H. LEE ADVISORS, LLC, its general partner

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director and Chief Financial Officer

THOMAS H. LEE PARALLEL (DT) FUND VI, L.P.

By: THL EQUITY ADVISORS VI, LLC, its general partner

By: THOMAS H. LEE PARTNERS, L.P., its sole member

By: THOMAS H. LEE ADVISORS, LLC, its general partner

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director and Chief Financial Officer

THL EQUITY FUND VI INVESTORS  
(MONEYGRAM), LLC

By: THL EQUITY ADVISORS VI, LLC, its general partner

By: THOMAS H. LEE PARTNERS, L.P., its sole member

By: THOMAS H. LEE ADVISORS, LLC, its general partner

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director and Chief Financial Officer

[Signature Page to 13D/A]

THL COINVESTMENT PARTNERS, L.P.

By: THOMAS H. LEE PARTNERS, L.P.  
its general partner

By: THOMAS H. LEE ADVISORS, LLC  
its general partner

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director and Chief  
Financial Officer

THL OPERATING PARTNERS, L.P.

By: THOMAS H. LEE PARTNERS, L.P.  
its general partner

By: THOMAS H. LEE ADVISORS, LLC  
its general partner

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director and Chief  
Financial Officer

[Signature Page to 13D/A]

GREAT-WEST INVESTORS L.P.

By THOMAS H. LEE ADVISORS, LLC  
its attorney-in-fact

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director and Chief  
Financial Officer

PUTNAM INVESTMENTS EMPLOYEES' SECURITIES COMPANY III LLC

By PUTNAM INVESTMENTS HOLDINGS, LLC  
its managing member

By PUTNAM INVESTMENTS, LLC  
its managing member

By THOMAS H. LEE ADVISORS, LLC  
its attorney-in-fact

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director and Chief  
Financial Officer

PUTNAM INVESTMENTS HOLDINGS, LLC

By PUTNAM INVESTMENTS, LLC  
its managing member

By THOMAS H. LEE ADVISORS, LLC  
its attorney-in-fact

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director and Chief  
Financial Officer

[Signature Page to 13D/A]

