

GS MEZZANINE PARTNERS V OFFSHORE FUND, L.L.C.
 Form 3
 April 07, 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 and Ticker or Trading Symbol | |
| Â GSMP V ONSHORE US, LTD. | | | (Month/Day/Year) | MONEYGRAM INTERNATIONAL INC [MGI] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 85 BROAD STREET | | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | | ___ Director | <input checked="" type="checkbox"/> 10% Owner |
| NEW YORK,Â NYÂ 10004 | | | | ___ Officer | <input checked="" type="checkbox"/> Other |
| (City) | (State) | (Zip) | | (give title below) | (specify below) |
| | | | | See (1), (2) and (3) | ___ Form filed by One Reporting Person |
| | | | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

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) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

(Instr. 5)

| | | | | | |
|---|-------|-------|---|---|-------------|
| Series B-1 Part. Conv. Pref. Stk., par value \$0.01 | Â (3) | Â (3) | Series D Part. Conv. Pref. Stk., 109,000 \$ (3) par value \$0.01, see (2) | I | See (1) (4) |
|---|-------|-------|---|---|-------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------------|
| | Director | 10% Owner | Officer | Other |
| GSMP V ONSHORE US, LTD. 85 BROAD STREET NEW YORK, NY 10004 | Â | Â X | Â | See (1), (2) and (3) |
| GS MEZZANINE PARTNERS V ONSHORE FUND, L.P. 85 BROAD STREET NEW YORK, NY 10004 | Â | Â X | Â | See (1), (2) and (3) |
| GS MEZZANINE PARTNERS V ONSHORE FUND, L.L.C. 85 BROAD STREET NEW YORK, NY 10004 | Â | Â X | Â | See (1), (2) and (3) |
| GSMP V INSTITUTIONAL US, LTD. 85 BROAD STREET NEW YORK, NY 10004 | Â | Â X | Â | See (1), (2) and (3) |
| GS MEZZANINE PARTNERS V INSTITUTIONAL FUND, L.P. 85 BROAD STREET NEW YORK, NY 10004 | Â | Â X | Â | See (1), (2) and (3) |
| GS MEZZANINE PARTNERS V INSTITUTIONAL FUND, L.L.C. 85 BROAD STREET NEW YORK, NY 10004 | Â | Â X | Â | See (1), (2) and (3) |
| GSMP V OFFSHORE US, LTD. 85 BROAD STREET NEW YORK, NY 10004 | Â | Â X | Â | See (1), (2) and (3) |
| GS MEZZANINE PARTNERS V OFFSHORE FUND, L.P. 85 BROAD STREET NEW YORK, NY 10004 | Â | Â X | Â | See (1), (2) and (3) |
| GS MEZZANINE PARTNERS V OFFSHORE FUND, L.L.C. 85 BROAD STREET NEW YORK, NY 10004 | Â | Â X | Â | See (1), (2) and (3) |

Signatures

See Exhibit 99.2 04/08/2008

 **Signature of Date
Reporting Person

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) See Exhibit 99.1 for text of Footnote 1.
- (2) See Exhibit 99.1 for text of Footnote 2.
- (3) See Exhibit 99.1 for text of Footnote 3.
- (4) See Exhibit 99.1 for text of Footnote 4.

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.