

MONEYGRAM INTERNATIONAL INC  
Form 8-K  
June 02, 2010

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

May 26, 2010

MoneyGram International, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-31950

16-1690064

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

1550 Utica Avenue South, Suite 100,  
Minneapolis, Minnesota

55416

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

952-591-3000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Top of the Form****Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

As described below in Item 5.07, at the 2010 Annual Meeting of Stockholders of MoneyGram International, Inc. (the *Company*), the Company's stockholders approved amendments to the MoneyGram International, Inc. 2005 Omnibus Incentive Plan (as so amended, the *Omnibus Plan*) in order to (i) increase the aggregate number of shares that may be granted under the Omnibus Plan to an eligible person in any calendar year from 10 million to 12 million shares, (ii) include an additional provision for limitations on performance awards that are denominated in shares in order to ensure exemption from Section 162(m) of the Internal Revenue Code of 1986, as amended, and (iii) provide clarification regarding the limitation on performance awards that are denominated in cash.

A description of the material terms of the Omnibus Plan was included in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission (SEC) on April 26, 2010. In addition, the foregoing summary is qualified in its entirety by reference to the full text of the Omnibus Plan, which is attached as Exhibit 10.01 to the Company's Current Report on Form 8-K filed with the SEC on February 22, 2010 and incorporated by reference herein.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Company held its 2010 Annual Meeting of Stockholders on May 26, 2010. The following matters were voted on by the Company's stockholders and received the following votes:

Proposal 1. The Company's stockholders elected the following individuals to serve as directors of the Company for a one year term expiring at the Company's 2011 annual meeting of stockholders:

| <b>Nominee</b>    | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------------|-------------|----------------|----------------|-------------------------|
| J. Coley Clark    | 453,402,219 | 1,745,312      | 110,142        | 14,322,452              |
| Victor W. Dahir   | 453,417,190 | 1,725,878      | 114,605        | 14,322,452              |
| Thomas M. Hagerty | 450,304,210 | 4,841,407      | 112,056        | 14,322,452              |
| Scott L. Jaeckel  | 432,574,949 | 22,581,089     | 101,635        | 14,322,452              |
| Seth W. Lawry     | 432,590,183 | 22,565,088     | 102,402        | 14,322,452              |
| Ann Mather        | 453,399,058 | 1,755,497      | 103,118        | 14,322,452              |
| Pamela H. Patsley | 450,377,530 | 4,787,568      | 92,575         | 14,322,452              |
| Ganesh B. Rao     | 450,275,207 | 4,876,185      | 106,281        | 14,322,452              |
| W. Bruce Turner   | 453,407,833 | 1,752,279      | 97,561         | 14,322,452              |

Proposal 2. The Company's stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010.

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|-------------|----------------|----------------|
| 468,964,751 | 456,042        | 159,332        |

Proposal 3. The Company's stockholders approved the proposed amendments to the MoneyGram International, Inc. 2005 Omnibus Incentive Plan (as described in Item 5.02 above).

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 443,481,426 | 9,380,762      | 2,395,485      | 14,322,452              |

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

10.1 MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended (Incorporated by reference from Exhibit 10.01 to MoneyGram International, Inc.'s Current Report on Form 8-K filed on February 22, 2010).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MoneyGram International, Inc.

*June 2, 2010*

By: */s/ Timothy C. Everett*

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*Name: Timothy C. Everett*

*Title: Executive Vice President, General Counsel and Secretary*