

VIAD CORP  
Form 8-K  
March 01, 2011

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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):

February 23, 2011

Viad Corp

(Exact name of registrant as specified in its charter)

Delaware

001-11015

36-1169950

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

1850 N. Central Avenue, Suite 800, Phoenix,  
Arizona

85004-4545

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(602) 207-4000

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))



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

On February 23, 2011, the Board of Directors of Viad Corp (the "Company") adopted the form of the Restricted Stock Agreement (five-year cliff vesting) for executives, pursuant to the 2007 Viad Corp Omnibus Incentive Plan (the "Plan"). The adopted form is the same in all material respects as the form of Restricted Stock Agreement in effect under the Plan, except that the vesting period is five years rather than three years. A copy of the form of the Restricted Stock Agreement (five-year cliff vesting) for executives, effective as of February 23, 2011, is attached hereto as Exhibit 10.A, and is incorporated herein by reference.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 23, 2011, the Board approved an amendment (the "Amendment") to the Company's Bylaws. The Amendment amended Section 3.5 ("Notice") of Article III of the Bylaws to provide for e-mail notice of meetings of the Board of Directors of the Company. The amended Bylaws are attached hereto as Exhibit 3, and are incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

3 - Copy of Bylaws of Viad Corp, as amended through February 23, 2011.

10.A - Copy of form of Restricted Stock Agreement – Executives (five-year cliff vesting), effective as of February 23, 2011, pursuant to the 2007 Viad Corp Omnibus Incentive Plan.

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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.

Viad Corp

*March 1, 2011*

By: *G. Michael Latta*

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*Name: G. Michael Latta*

*Title: Chief Accounting Officer - Controller*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
3	Copy of Bylaws of Viad Corp, as amended through February 23, 2011
10.A	Copy of form of Restricted Stock Agreement – Executives (five-year cliff vesting), effective as of February 23, 2011, pursuant to the 2007 Viad Corp Omnibus Incentive Plan