

VIAD CORP  
Form 8-K  
July 09, 2008

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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):

July 6, 2008

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 July 6, 2008, John F. Jastrem, an executive officer of Viad Corp and President and Chief Executive Officer of Exhibitgroup/Giltspur, agreed to the terms and conditions of a performance-based restricted stock award designed to provide an incentive during the performance period of January 1, 2008 to December 31, 2008, for the achievement of performance measures in excess of the maximum achievement levels established for Exhibitgroup/Giltspur under the Viad Corp Management Incentive Plan for 2008 (the "Plan") and for the achievement of certain other strategic goals. The award of restricted stock will be earned based on the extent to which the specified performance measures and strategic goals are achieved. No award of restricted stock will be earned unless Exhibitgroup/Giltspur achieves in excess of the maximum payment level under the Plan for the performance measure of operating income. The award is subject to forfeiture and non-competition provisions.

A copy of terms and conditions of the award to John F. Jastrem is attached hereto as Exhibit 10.A, and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

10.A - Copy of terms and conditions of 2008 Performance-Based Restricted Stock Award to John F. Jastrem.

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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

July 9, 2008

By: */s/ G. Michael Latta*

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*Name: G. Michael Latta*

*Title: Vice President - Controller (Chief Accounting Officer  
and Authorized Signer)*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
10.A	Copy of terms and conditions of 2008 Performance-Based Restricted Stock Award to John F. Jastrem