

VIAD CORP  
Form 8-K  
February 26, 2009

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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 24, 2009

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 24, 2009, the Board of Directors of Viad Corp adopted the forms of the Restricted Stock Units Agreement and Performance-Based Restricted Stock Units Agreement for executives, pursuant to the 2007 Viad Corp Omnibus Incentive Plan (the "Plan"). The adopted Restricted Stock Units Agreement is the same in all material respects as the Restricted Stock Agreement in effect under the Plan, and the adopted Performance-Based Restricted Stock Units Agreement is the same in all material respects as the Performance-Based Restricted Stock Agreement in effect under the Plan, except that the Restricted Stock Units and Performance-Based Restricted Stock Units do not have voting rights, will receive dividend equivalents rather than dividends, and earned awards will be paid out in cash.

A copy of the form of the Restricted Stock Unit Agreement and Performance-Based Restricted Stock Unit Agreement for executives, each effective as of February 24, 2009, are attached hereto as Exhibits 10.A and 10.B, respectively, and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

10.A - Copy of form of Restricted Stock Units Agreement, effective as of February 24, 2009, pursuant to the 2007 Viad Corp Omnibus Incentive Plan.

10.B - Copy of form of Performance-Based Restricted Stock Units Agreement, effective as of February 24, 2009, 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.

*February 25, 2009*

Viad Corp

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 form of Restricted Stock Units Agreement, effective as of February 24, 2009, pursuant to the 2007 Viad Corp Omnibus Incentive Plan.
10.B	Copy of form of Performance-Based Restricted Stock Units Agreement, effective as of February 24, 2009, pursuant to the 2007 Viad Corp Omnibus Incentive Plan.