

VIAD CORP
Form 8-K
May 28, 2013

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 21, 2013

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 1900, Phoenix,
Arizona

85004-4565

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(602) 207-1000

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 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

(a) On May 21, 2013, Viad Corp (the Company) held an annual meeting of its shareholders.

(b) The following proposals are described in detail in the Company s Proxy Statement for the 2013 Annual Meeting of Shareholders, dated April 4, 2013. The number of votes cast for and against, and the number of abstentions and broker non-votes, with respect to each matter voted upon are set forth below.

Proposal One: Election of Directors. The Company s shareholders reelected all director nominees in an uncontested election.

| | |
|---------------------|------------|
| Isabella Cunningham | |
| For | 16,744,957 |
| Against | 279,764 |
| Abstain | 18,122 |
| Broker Non-Votes | 1,223,285 |
| Albert M. Teplin | |
| For | 16,964,161 |
| Against | 60,007 |
| Abstain | 18,675 |
| Broker Non-Votes | 1,223,285 |

Proposal Two: Ratification of Viad s Independent Registered Public Accountants. A proposal to ratify the appointment of Deloitte & Touche LLP as the Company s independent registered public accountants to audit the accounts of the Company and its subsidiaries for the fiscal year 2013 was adopted with the votes shown:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 18,023,747 | 210,874 | 31,497 | 10 |

Proposal Three: Advisory Vote on Compensation of Viad s Named Executive Officers. A proposal relating to an advisory resolution on the compensation of the Company s named executive officers was adopted with the votes shown:

| | |
|------------------|------------|
| For | 16,379,800 |
| Against | 635,552 |
| Abstain | 27,491 |
| Broker Non-Votes | 1,223,285 |

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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

May 28, 2013

By: */s/ Deborah J. DePaoli*

Name: Deborah J. DePaoli

Title: General Counsel and Secretary