

VIAD CORP  
Form 8-K/A  
March 17, 2014

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

FORM 8-K/A  
(Amendment No. 1)

CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported):

March 11, 2014

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))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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## EXPLANATORY NOTE

This Amendment to the Current Report on Form 8-K filed by Viad Corp (the Company ) on January 6, 2014 (the Original Report ) is being filed to provide information regarding the Transition Services Agreement entered into between Mr. Michael M. Hannan and the Company s Brewster Travel Canada business unit that was not available at the time that the Original Report was filed. The information previously reported in the Original Report is incorporated herein by reference.

### **Item 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

#### (e) Departure of Certain Officers; Appointment of Certain Officers

On March 11, 2014, the Company and Mr. Michael M. Hannan reached agreement on the terms of Mr. Hannan s Transition Services Agreement (the Agreement ). Under the Agreement, Mr. Hannan will provide consulting services during 2014 to ensure a smooth leadership transition following his departure from the Company. In exchange for his consulting services, Mr. Hannan will receive compensation and benefits as set forth in the Agreement, provided that Mr. Hannan complies with the Agreement s confidentiality, non-solicitation, non-competition and other related provisions.

The foregoing description of the Agreement is a summary and is qualified in its entirety by the full text of the Agreement, a form of which is attached hereto as Exhibit 10 and incorporated by reference herein.

### **Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

#### (d) Exhibits

- 10 Form of Transition Services Agreement, effective as of January 2, 2014, between Brewster Inc. and Michael M. Hannan.
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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 17, 2014*

By: */s/ G. Michael Latta*

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*Name: G. Michael Latta*

*Title: Chief Accounting Officer - Controller*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
10	Form of Transition Services Agreement, effective as of January 2, 2014, between Brewster Inc. and Michael M. Hannan.