

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

August 11, 2016
Date of Report (Date of earliest event reported)



Viad Corp
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-11015
(Commission
File Number)

36-1169950
(IRS Employer
Identification No.)

1850 North Central Avenue, Suite 1900, Phoenix, Arizona
(Address of principal executive offices)

85004-4565
(Zip Code)

Registrant's telephone number, including area code: (602) 207-1000

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 (see General Instruction A.2. below):

- 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 2.01 COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS

On August 11, 2016, Viad Corp (the “Company”), in the ordinary course of its business, acquired the business (the “Business”) of ON Event Services, LLC (the “Seller”) for an aggregate purchase price of up to \$92,500,000 in cash, subject to certain adjustments, which includes earn-out consideration of up to \$5.5 million based on the 2016 financial performance of the Business. The assets of the Business acquired by the Company include certain personal property and equipment, intellectual property, accounts receivable, inventory, prepaid expenses, contract rights, and other tangible and intangible property related to the Business.

None of the members of the Seller have a material relationship with the Company or its affiliates other than in respect of the transactions resulting in the Company’s acquisition of the Business. Certain officers of the Seller have become employees of the Company and have remained part of the leadership team for the Business.

Item 7.01 REGULATION FD DISCLOSURE

On August 11, 2016, the Company issued a press release, attached hereto as Exhibit 99 (the “Press Release”), announcing the acquisition of the Business. The Press Release is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing. The Press Release contains forward-looking statements regarding the Company and includes cautionary statements identifying important factors that could cause actual results to differ materially from those anticipated.

Item 8.01 OTHER EVENTS

On August 11, 2016, the Company acquired the Business for an aggregate purchase price of up to \$92,500,000 in cash, subject to certain adjustments, which includes earn-out consideration of up to \$5.5 million based on the 2016 financial performance of the Business. The Business provides audio-visual services for live events in the United States, including audio, video, lighting, mapping, and scenic design services. The Company financed its acquisition of the Business by borrowing under the Company’s \$300,000,000 revolving credit facility.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

99 – Press release dated August 11, 2016.

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 thereunto duly authorized.

Viad Corp
(Registrant)

August 11, 2016

By: /s/ Leslie S. Striedel
Leslie S. Striedel
Chief Accounting Officer

Viad Acquires Leading Live Event Audio-Visual Services Provider

Expands Live Event Production Capabilities with Acquisition of the ON Event Services Business

PHOENIX, Aug. 11, 2016 /PRNewswire/ -- Viad Corp (NYSE: VVI) announced today that it has acquired the business of ON Event Services, LLC, a leading provider of audio-visual production services for live events in the United States. ON Event Services specializes in corporate events and exhibitions, supporting more than 1,000 live events annually with production services, including audio, video, lighting, mapping and scenic design. In addition, the business produces high-end entertainment events and is the preferred in-house provider of audio-visual services for 36 venues, including hotels, arenas and conference centers.

Steve Moster, Viad's president and chief executive officer, said "Enhancing our event production capabilities has been a focus for the GES growth strategy and this acquisition is a perfect strategic fit. With its scale, scope and expertise in high-end audio-visual production, the ON Event Services business continues to position GES as the preferred live events partner offering the most comprehensive suite of services and technology with unrivaled global reach. Audio-visual services are an essential component of live event production and represent a large market opportunity for us. This acquisition will accelerate GES' growth and margin expansion, specifically around market penetration and breadth of service offerings, by providing significant cross-selling opportunities along with an enhanced and complete client experience."

Stan Milner, president of ON Event Services, said "We are excited to join Viad and the GES network. The powerful combination of the business of ON Event Services, with its more than 225 live event specialists and extensive on site audio-visual production capabilities, and GES' suite of existing offerings will enable us to comprehensively serve the needs of clients across the spectrum of live events, with industry-leading services that engage participants and enhance the overall event experience."

The acquisition of the ON Event Services business closed on August 11, 2016 and was within Viad's stated target valuation range, with a projected IRR of more than 15%. It is expected to contribute revenue of \$20 million to \$25 million and Adjusted Segment EBITDA ⁽¹⁾ of \$3.5 million to \$5 million during the remainder of 2016. For the 2016 third quarter, it is expected to contribute \$6.5 million to \$8.5 million in revenue and \$1 million to \$2 million in Adjusted Segment EBITDA ⁽¹⁾.

⁽¹⁾ See "Forward-Looking Statements and Non-GAAP Financial Measures"

About Viad

Viad is an S&P SmallCap 600 company. Viad operates through its Marketing & Events Group, composed of Global Experience Specialists and affiliates, and its Travel & Recreation Group, composed of Brewster Travel Canada, Glacier Park, Inc. and Alaska Denali Travel. For more information about Viad and its Marketing & Events Group, visit the company's website at www.viad.com.

Contacts:

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Investor Relations
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Forward-Looking Statements and Non-GAAP Financial Measures

Viad has provided the following forward-looking non-GAAP financial measures: Adjusted Segment EBITDA. The Company does not provide a reconciliation of this forward-looking non-GAAP financial measure to the most directly comparable GAAP financial measure because, due to variability and difficulty in making accurate forecasts and projections and/or certain information not being ascertainable or accessible, not all of the information necessary for a quantitative reconciliation of this forward-looking non-GAAP financial measure to the most directly comparable GAAP financial measure is available to the Company without unreasonable efforts. Specifically, recent acquisitions include preliminary recordings of the fair values of the assets acquired and liabilities assumed as of the acquisition date; purchase price allocations are not yet finalized and are subject to change within the measurement period (up to one year from the acquisition date) as the assessments of property and equipment, intangible assets, and working capital are finalized. Consequently, any attempt to disclose such reconciliations would imply a degree of precision that could be confusing or misleading to investors. It is probable that the forward-looking non-GAAP financial measures may be materially different from the corresponding GAAP financial measures.

As provided by the safe harbor provision under the Private Securities Litigation Reform Act of 1995, Viad cautions readers that, in addition to historical information contained herein, this press release includes certain information, assumptions and discussions that may constitute forward-looking statements. These forward-looking statements are not historical facts, but reflect current estimates, projections, expectations, or trends concerning future growth, operating cash flows, availability of short-term borrowings, consumer demand, new or renewal business, investment policies, productivity improvements, ongoing cost reduction efforts, efficiency, competitiveness, legal expenses, tax rates and other tax matters, foreign exchange rates, and the realization of restructuring cost savings. Actual results could differ materially from those discussed in the forward-looking statements. Viad's businesses can be affected by a host of risks and uncertainties. Among other things, natural disasters, gains and losses of customers, consumer demand patterns, labor relations, purchasing decisions related to customer demand for exhibition and event services, existing and new competition, industry alliances, consolidation and growth patterns within the industries in which Viad competes, acquisitions, capital allocations, adverse developments in liabilities associated with discontinued operations and any deterioration in the economy, may individually or in combination impact future results. In addition to factors mentioned elsewhere, economic, competitive, governmental, technological, capital marketplace and other factors, including terrorist activities or war, a pandemic health crisis and international conditions, could affect the forward-looking statements in this press release. Additional information concerning business and other risk factors that could cause actual results to materially differ from those in the forward-looking statements can be found in Viad's annual and quarterly reports filed with the Securities and Exchange Commission.

Information about Viad Corp obtained from sources other than the company may be out-of-date or incorrect. Please rely only on company press releases, SEC filings, and other information provided by the company, keeping in mind that forward-looking statements speak only as of the date made. Viad undertakes no obligation to

update any forward-looking statements, including prior forward-looking statements, to reflect events or circumstances arising after the date as of which the forward looking statements were made.



Logo - <http://photos.prnewswire.com/prnh/20111011/LA84399LOGO>