

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

October 7, 2014  
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 October 7, 2014, Viad Corp (the “Company”), in the ordinary course of its business, acquired all of the equity interests of onPeak LLC and Travel Planners, Inc. (the “Acquisitions”) for a purchase price of \$43,120,000 and \$33,880,000, respectively, in cash, subject to certain adjustments. Both acquired companies provide event housing services in North America to the live event and exhibition industry. The aggregate purchase price of the Acquisitions is \$77,000,000, subject to certain adjustments. A majority of the equity interest in onPeak LLC was acquired through the acquisition of Lakeview Travel Technology Investment Corporation, which was owned by Lakeview Equity Partners I, L.P. and Roynat Merchant Capital, Inc., and the remaining equity interest of onPeak LLC was acquired from various minority equity owners. Travel Planners, Inc. was acquired from its two principals, and founders, Messrs. Ira B. Malin and Raymond J. Vastola. None of the equity owners of onPeak LLC or Travel Planners, Inc. have a material relationship with the Company or its affiliates other than in respect of the transactions resulting in the Acquisitions. Certain of the officers of onPeak LLC and Travel Planners, Inc. will remain part of the leadership team and employees of those companies subsequent to the Acquisitions.

## **Item 7.01 REGULATION FD DISCLOSURE**

On October 8, 2014, the Company issued a press release, attached hereto as Exhibit 99 (the “Press Release”), announcing the acquisitions of onPeak LLC and Travel Planners, Inc. 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 October 7, 2014, the Company acquired all of the equity interests of onPeak LLC and Travel Planners, Inc. (the “Acquisitions”). Both acquired companies provide event housing services in North America to the live event and exhibition industry. The aggregate purchase price of the Acquisitions is \$77,000,000, subject to certain adjustments. The Acquisitions were financed by borrowing under the Company’s \$130,000,000 revolving credit facility.

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

(d) Exhibits

99 – Press release dated October 8, 2014.

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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 thereunto duly authorized.

**Viad Corp**  
(Registrant)

October 8, 2014

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

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## Viad Corp Acquires Event Housing Services Firms

### Strengthens GES' Live Event Service Offerings with Acquisitions of onPeak and Travel Planners

PHOENIX, Oct. 8, 2014 /PRNewswire/ -- Viad Corp (NYSE:VVI) today announced that it acquired onPeak LLC and Travel Planners, Inc., two leading event housing services providers in the United States, on October 7, 2014. The combined businesses will serve their clients under the name onPeak, a GES Global Company ("onPeak | GES"). The acquisitions are expected to be accretive to Viad's 2015 earnings and dilutive to Viad's 2014 earnings primarily as a result of upfront integration expenses.

Paul B. Dykstra, Viad's chairman, president and chief executive officer, said, "As part of our strategy to expand our Marketing & Events Group to become the preferred global full service provider to the live events market, we had identified event housing as a key adjacent service for GES. The U.S. event housing market is large and attractive, with an estimated addressable market size of about \$200 million and operating margins that are accretive to GES' operating margins. We are excited to have immediately gained a leading position in that market through the acquisition of onPeak and Travel Planners and look forward to offering yet another value-added service to all parties - event organizers, exhibitors, attendees and hoteliers."

With 60 years of combined experience, the new onPeak | GES provides best-in-class housing services to approximately 60 percent of the top 250 U.S. events. As the exclusive distributor of housing services for an event, onPeak | GES leverages its scale and industry-leading technology to offer convenient and affordable hotel accommodations to event attendees and exhibitors. onPeak | GES manages the complexities of hotel booking administration before, during and after the event, including, securing room blocks with local hotels, marketing those reserved blocks to event attendees and exhibitors, managing attendee and exhibitor reservations and addressing any housing concerns during the event.

The new onPeak | GES will be led by Michael Howe, former president of onPeak. Howe, an experienced executive in event housing, will report to Steve Moster, president of Viad's Marketing & Events Group, as executive vice president of onPeak | GES.

Moster said, "We are always looking for ways to make our clients' jobs easier and more enjoyable. With just one point of contact, they now have the ability to manage their guests' complete event experience. Exhibitors, attendees and event organizers will receive the best housing services and powerful, easy-to-use technology. We are very excited to welcome Travel Planners and onPeak to the GES Global Network.

### 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](http://www.viad.com).

### Forward-Looking Statements

*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.*

### Contact:

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VIAD

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