

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

May 16, 2019  
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

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 ( 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$1.50 Par Value	VVI	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

(a) On May 16, 2019, we held our annual meeting of shareholders (the “2019 Annual Meeting”). A total of 19,084,901 shares or 94.12% of outstanding shares of our Common Stock, were represented in person or by proxy at the 2019 Annual Meeting.

(b) The following proposals are described in detail in our Proxy Statement filed with the SEC on April 3, 2019. The final voting results for each of the matters submitted to a shareholder vote at the 2019 Annual Meeting are as follows:

**Proposal One: Election of Directors.** Our shareholders reelected all director nominees in an uncontested election, based on the following voting results:

<u>Nominee</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Andrew B. Bennett	17,997,715	367,322	6,527	713,337
Denise M. Coll	18,262,170	103,286	6,108	713,337
Steven W. Moster	18,227,570	138,443	5,551	713,337

**Proposal Two: Ratification of Viad’s Independent Registered Public Accounting Firm for 2019.** Our shareholders ratified the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the 2019 fiscal year, based on the following voting results:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
18,771,525	304,952	8,424

**Proposal Three: Advisory Approval of Named Executive Officer Compensation.** Our shareholders approved on an advisory basis, named executive officer compensation, based on the following voting results:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
17,993,974	81,430	296,160	713,337

**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)

May 21, 2019

By: /s/ Derek P. Linde  
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Derek P. Linde  
General Counsel and Corporate Secretary