
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): February 28, 2012

VIAD CORP

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 85004-4565

(Address of principal executive offices) (Zip Code)

(602) 207-1000

(Registrant's telephone number, including area code)

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 8.01. Other Events.

On February 28, 2012, Viad Corp (the “Company”) announced that its Board of Directors amended its shareholder rights plan to, among other things, extend the expiration date of the preferred share purchase rights under the Company’s previous rights plan that was scheduled to expire at the close of business today.

The Company issued a press release relating to such events, a copy of which is attached to this Current Report on Form 8-K as Exhibit 99 and is incorporated herein by reference.

Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits

(d) Exhibits. The following exhibits are filed as part of this report:

99 Press Release, dated as of February 28, 2012.

SIGNATURE

Pursuant to the requirements of Section 12 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

(Registrant)

Dated: February 28, 2012

By: /s/ G. Michael Latta
G. Michael Latta
Chief Accounting Officer – Controller

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99	Press Release, dated as of February 28, 2012.

Viad Corp Amends Shareholder Rights Plan

PHOENIX, Feb. 28, 2012 /PRNewswire/ -- The Board of Directors of Viad Corp (NYSE: VVI) today amended its shareholder rights plan to extend the expiration date of the preferred share purchase rights under Viad's previous rights agreement that was scheduled to expire at the close of business today. Shareholders will be asked at Viad's 2012 Annual Meeting of Shareholders on May 15, 2012 to vote on a binding proposal to ratify the amended rights plan. If shareholders do not ratify the amended rights plan by February 28, 2013, it will terminate on that date. Otherwise, it will terminate on February 28, 2015.

The amended rights plan is designed to assist Viad's Board in enabling all of Viad's shareholders to realize the long-term value of their investment in the company, in ensuring that all of Viad's shareholders receive fair and equal treatment in the event of any proposed takeover of the company and in protecting Viad and its shareholders from abusive takeover tactics.

The amendment to the rights plan is not being adopted in response to any specific takeover proposal but is a response to the general takeover environment as well as to the fact that approximately 19.5 percent of Viad's shares are held by one shareholder and its affiliates. The rights plan will not prevent a takeover but should encourage anyone seeking to acquire the company to negotiate with the Board before attempting a takeover. The rights plan does not prevent the Board from considering any offer it considers to be in the best interest of shareholders.

In addition to the extension of the expiration date, changes were made to the rights plan, including to contemplate exemption of certain qualifying offers for all of the outstanding shares of common stock of the company from the plan at the request of shareholders, and to revise the definition of beneficial ownership under the plan to include certain derivative instruments. The rights plan and a summary of its terms will be filed with the Securities and Exchange Commission.

About Viad

Viad is an S&P SmallCap 600 company. Viad operates through its Marketing & Events Group, comprised of Global Experience Specialists, Inc. and affiliates, and its Travel & Recreation Group, comprised of Brewster, Glacier Park, Inc. and Alaskan Park Properties, Inc. For more information, visit the company's Web site at www.viad.com.

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

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