

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

|  |  |   |
|--|--|---|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>Crestview Partners IV GP, L.P.</b><br><br>(Last) (First) (Middle)<br><br><b>C/O CRESTVIEW PARTNERS, 590<br/>MADISON AVENUE, 42ND FLOOR</b><br><br>(Street)<br><br><b>NEW YORK, NY 10022</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>VIAD CORP [ VVI ]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <span style="margin-left: 150px;"><input checked="" type="checkbox"/> 10% Owner</span><br><input type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span> |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>8/11/2020</b></p>  |  | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person   |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>   |  |   |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |                            |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|-------|---|--|---|----------------------------|
|                                 |                |                                   | Code                      | V | Amount  | (A) or (D) | Price |   |  |   |                            |
| Common Stock                    | 8/11/2020      |                                   | A                         |   | 2662  |            | A     | \$0   | 2662   | I   | See Footnotes (2)(3)(4)(5) |

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
|  |  |                |                                   | Code                      | V | (A)  | (D) | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |

**Explanation of Responses:**

- (1) Represents an award of 2,622 restricted shares of Common Stock of the Issuer, par value \$1.50 per share ("Common Stock") granted to Brian P. Cassidy under the 2017 Viad Corp Omnibus Incentive Plan (as amended, the "Plan"). The shares of restricted Common Stock are scheduled to vest on August 11, 2021, subject to the terms of the Plan and the applicable award agreement issued thereunder. Mr. Cassidy has assigned all rights, title and interest in the shares of restricted Common Stock granted to him to Crestview Advisors, L.L.C.
- (2) Crestview IV VC TE Holdings, LLC, Crestview IV VC Holdings L.P. and Crestview IV VC CI Holdings, L.P. (collectively, the "Crestview Funds") hold, in the aggregate, 135,000 shares of 5.5% Series A Convertible Preferred Stock of the Issuer, par value \$0.01 per share ("Preferred Stock"). Subject to the terms of the Certificate of Designations and the Investment Agreement between the Issuer and the Crestview Funds, the shares of Preferred Stock held by the Crestview Funds are convertible into shares of Common Stock at any time by the Crestview Funds at an initial conversion price equal to \$21.25 per share, which such conversion price is subject to (i) customary anti-dilution adjustments (including in the event of any stock split, stock dividend, recapitalization or similar events) and (ii) adjustment for certain dilutive issuances of Common Stock at a price below the then-current market price and repurchases of Common Stock at a price above the then-current market price.
- (3) Crestview Partners IV GP, L.P. may be deemed to have beneficial ownership of the shares of Preferred Stock held by the Crestview Funds. Crestview Partners IV GP, L.P. exercises voting and dispositive power over the shares of Preferred Stock (and, following conversion thereof, the underlying shares of Common Stock) held by the Crestview Funds, which decisions are made by the investment committee of Crestview Partners IV GP, L.P. and the chairman of such investment committee.
- (4) Mr. Cassidy is a member of the Issuer's board of directors, and is a Partner of Crestview, L.L.C. (which is the general partner of Crestview Partners IV GP, L.P.) and Crestview Advisors, L.L.C. (which provides investment advisory and management services to investment funds owning interests in the Crestview Funds).
- (5) Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein.

**Remarks:**

Exhibit 99 - Joint Filer Statement

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Crestview Partners IV GP, L.P.<br>C/O CRESTVIEW PARTNERS<br>590 MADISON AVENUE, 42ND FLOOR<br>NEW YORK, NY 10022    | X             | X         |         |       |
| Crestview IV VC TE Holdings, LLC<br>C/O CRESTVIEW PARTNERS<br>590 MADISON AVENUE, 42ND FLOOR<br>NEW YORK, NY 10022  | X             | X         |         |       |
| Crestview IV VC Holdings, L.P.<br>C/O CRESTVIEW PARTNERS<br>590 MADISON AVENUE, 42ND FLOOR<br>NEW YORK, NY 10022    | X             | X         |         |       |
| Crestview IV VC CI Holdings, L.P.<br>C/O CRESTVIEW PARTNERS<br>590 MADISON AVENUE, 42ND FLOOR<br>NEW YORK, NY 10022 | X             | X         |         |       |
| Crestview Advisors, L.L.C.<br>C/O CRESTVIEW PARTNERS<br>590 MADISON AVENUE, 42ND FLOOR<br>NEW YORK, NY 10022        | X             | X         |         |       |
| Cassidy Brian P<br>C/O CRESTVIEW PARTNERS<br>590 MADISON AVENUE, 42ND FLOOR<br>NEW YORK, NY 10022                   | X             |           |         |       |

**Signatures**

**By: Crestview, L.L.C., the general partner of the Designated Filer, By: /s/ Ross A. Oliver, General Counsel**

**8/12/2020**

**\*\***Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**Joint Filer Information**

Each of the following joint filers has designated **Crestview Partners IV GP, L.P.** as the “**Designated Filer**” for purposes of the attached Form 4:

1. Crestview IV VC TE Holdings, LLC  
c/o Crestview Partners  
590 Madison Avenue, 42nd Floor  
New York, NY 10022
2. Crestview IV VC Holdings, L.P.  
c/o Crestview Partners  
590 Madison Avenue, 42nd Floor  
New York, NY 10022
3. Crestview IV VC CI Holdings, L.P.  
c/o Crestview Partners  
590 Madison Avenue, 42nd Floor  
New York, NY 10022
4. Crestview Advisors, L.L.C.  
c/o Crestview Partners  
590 Madison Avenue, 42nd Floor  
New York, NY 10022
5. Brian P. Cassidy  
c/o Crestview Partners  
590 Madison Avenue, 42nd Floor  
New York, NY 10022

**Date of Event Requiring Statement:** August 11, 2020

**Issuer Name and Ticker or Trading Symbol:** Viad Corp. [VVI]

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**CRESTVIEW IV VC TE HOLDINGS, LLC**

By: /s/ Ross A. Oliver  
Name: Ross A. Oliver  
Title: General Counsel

**CRESTVIEW IV VC HOLDINGS, L.P.**

By: Crestview IV VC Holdings GP, LLC, its general partner

By: /s/ Ross A. Oliver  
Name: Ross A. Oliver  
Title: General Counsel

**CRESTVIEW IV VC CI HOLDINGS, L.P.**

By: Crestview IV VC CI GP, LLC, its general partner

By: /s/ Ross A. Oliver  
Name: Ross A. Oliver  
Title: General Counsel

**CRESTVIEW ADVISORS, L.L.C.**

By: /s/ Ross A. Oliver  
Name: Ross A. Oliver  
Title: General Counsel

**BRIAN P. CASSIDY**

By: /s/ Ross A. Oliver, Attorney-in-Fact

Date: August 12, 2020

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