

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

December 11, 2012
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 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

(b) Departure of Directors

On December 11, 2012, Jess Hay, Lead Independent Director of Viad Corp (the “Company”), informed the Board of Directors of the Company of his decision to retire and not stand for re-election. Mr. Hay’s current term will expire at the Company’s 2013 Annual Meeting of Shareholders on May 21, 2013. The independent members of the Board appointed Richard H. Dozer, a Director of the Company since 2008, to serve a two-year term as Lead Independent Director effective May 21, 2013.

A copy of the Company’s press release, dated December 13, 2012, relating to Mr. Hay’s decision to retire is being furnished as Exhibit 99 to this Current Report on Form 8-K. Exhibit 99 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Exchange Act.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

The following Exhibit 99 is furnished as part of this Current Report on Form 8-K:

99 – Press Release dated December 13, 2012.

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)

December 13, 2012

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

Jess Hay to Retire From Viad Corp's Board of Directors in 2013

PHOENIX, Dec. 13, 2012 /PRNewswire/ -- Viad Corp (NYSE: VVI) today announced the decision of Jess Hay, lead independent director, to retire from the Viad Board of Directors. Mr. Hay, who has served as a director of Viad since 1981 and as lead independent director since 2005, will not stand for re-election at the Company's 2013 Annual Meeting of Shareholders on May 21, 2013.

Paul B. Dykstra, chairman, president and chief executive officer of Viad, said, "The Viad Board greatly benefits from the leadership, wisdom and integrity of Jess Hay. While his presence and innumerable contributions will be missed, we respect his decision to retire at the end of his term in May 2013 and wish him well."

Mr. Hay's retirement will bring to a close more than 30 years of remarkable service to the Company. During his distinguished tenure, Mr. Hay has provided leadership and insight that were instrumental to the Company's successful implementation of many growth and change initiatives, as well as the achievement of on-going financial strength. Mr. Hay said, "It has been my privilege to serve the Company and its shareholders and to work alongside my fellow Board members, past and present, whom I deeply respect. I am confident that under the leadership of the Viad Board and management team, great opportunities are ahead for our businesses."

The Board, with the assistance of a nationally-recognized executive search firm, has initiated a search for a new director who will stand for election at the 2013 Annual Meeting. Upon Mr. Hay's retirement, with the addition of the new director, the Board will be comprised of 9 highly-qualified and experienced directors, 8 of whom are independent. The independent members of the Board appointed Richard H. Dozer as lead independent director effective May 21, 2013. Mr. Dozer, a director since 2008, will serve a two-year term as lead independent director.

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 Alaska Denali Travel. For more information, visit the Company's Web site at 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, 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.

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