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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

Date of Report (Date of Earliest Event Reported):

July 6, 2008

Viad Corp

(Exact name of registrant as specified in its charter)

Delaware

001-11015

36-1169950

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

1850 N. Central Avenue, Suite 800, Phoenix,  
Arizona

85004-4545

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(602) 207-4000

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:

- 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.**

On July 6, 2008, John F. Jastrem, an executive officer of Viad Corp and President and Chief Executive Officer of Exhibitgroup/Giltspur, agreed to the terms and conditions of a performance-based restricted stock award designed to provide an incentive during the performance period of January 1, 2008 to December 31, 2008, for the achievement of performance measures in excess of the maximum achievement levels established for Exhibitgroup/Giltspur under the Viad Corp Management Incentive Plan for 2008 (the "Plan") and for the achievement of certain other strategic goals. The award of restricted stock will be earned based on the extent to which the specified performance measures and strategic goals are achieved. No award of restricted stock will be earned unless Exhibitgroup/Giltspur achieves in excess of the maximum payment level under the Plan for the performance measure of operating income. The award is subject to forfeiture and non-competition provisions.

A copy of terms and conditions of the award to John F. Jastrem is attached hereto as Exhibit 10.A, and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

10.A - Copy of terms and conditions of 2008 Performance-Based Restricted Stock Award to John F. Jastrem.

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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 hereunto duly authorized.

July 9, 2008

Viad Corp

By: /s/ G. Michael Latta

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*Name: G. Michael Latta  
Title: Vice President - Controller (Chief Accounting Officer  
and Authorized Signer)*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
10.A	Copy of terms and conditions of 2008 Performance-Based Restricted Stock Award to John F. Jastrem

## Exhibit 10.A

March 26, 2008

Mr. John F. Jastrem  
President and Chief Executive Officer  
Exhibitgroup/Giltspur  
4051 St. Highway 121 N., Ste 100  
Grapevine, Texas 76051

Dear John:

This letter will confirm that the Human Resources Committee of the corporation (“HR Committee”) has approved the award of performance-based restricted stock to you on the following terms and conditions:

1. No award of restricted stock is payable unless Exhibitgroup/Giltspur achieves its maximum payment target for operating income (“MIP Target”) under the 2008 Management Incentive Plan of the Corporation (“MIP”).
2. If the maximum target is achieved, you will receive restricted stock based on the extent to which specified operating income and strategic goals (including client retention, revenue growth and retention of actual employees) are achieved. The operating income and strategic goals, and methods of calculating achievement have been approved by the HR Committee and are included in the records of the Committee meeting held on March 24, 2008.
3. The range of possible awards is from zero shares of restricted stock to restricted stock having a value of \$500,000.
4. The performance period is from January 1, 2008 to December 31, 2008.
5. Once the extent of achievement has been determined by the HR Committee, payment will be made in common stock of Viad Corp, payable annually in thirds, with the first payment being made in February 2009, and the remaining payments being made in January of 2010 and 2011.
6. The value of Viad Corp common stock for purposes of determining the number of shares earned will be the average of the high and low price of the shares on the date performance achievement has been determined by the HR Committee.
7. The program will be self-funding.
8. Earned shares, if any, will be subject to the terms of the Performance-Based Restricted Stock Agreement of the Corporation in effect on the date hereof, including but not limited to the Restrictive Covenants and Forfeiture and Repayment provisions, except to the extent such terms are in conflict with this letter. A copy of Performance-Based Restricted Stock Agreement has been delivered to you.

Please acknowledge your agreement with the terms and conditions of the award by signing below.

Sincerely,

/s/ Paul B. Dykstra

Paul B. Dykstra

Acknowledged and Agreed to this

6th day of July, 2008.

/s/ John F. Jastrem

