

# VIAD CORP

## FORM 8-K (Current report filing)

Filed 8/29/2006 For Period Ending 8/29/2006

Address	1850 NORTH CENTRAL AVE SUITE 800 PHOENIX, Arizona 85004-4545
Telephone	(602) 207-4000
CIK	0000884219
Industry	Business Services
Sector	Services
Fiscal Year	12/31

Powered By **EDGAR**Online

<http://www.edgar-online.com/>

© Copyright 2006. All Rights Reserved.

Distribution and use of this document restricted under EDGAR Online's Terms of Use.



**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): August 29, 2006**

**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 800, Phoenix, Arizona**  
(Address of principal executive offices)

**85004-4545**  
(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 (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))
- 
-

**TABLE OF CONTENTS**

Item 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT  
Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS  
SIGNATURES  
Exhibit 10

---

## Table of Contents

### Item 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On August 24, 2006, the Board of Directors of Viad Corp adopted an amendment to the Viad Corp Supplemental Pension Plan (the “Plan”) in order to make clear that references to “Company,” in the context of payment obligations related to a change of control, were intended to mean MoneyGram International, Inc. (“MoneyGram”), not Viad Corp, and that such obligations were not contingent on the covered participants being employed by Viad Corp at the time of the change of control. At the time of the spin-off of MoneyGram on June 30, 2004, the Plan obligations were assumed by Travelers Express Company, Inc. (“Travelers Express”), a wholly-owned subsidiary of MoneyGram. The obligations of Travelers Express were subsequently assumed by MoneyGram Payment Systems, Inc., a wholly-owned subsidiary of MoneyGram, in connection with the merger of Travelers Express with and into MoneyGram Payment Systems, Inc. on December 31, 2005. Amendment No. 4 to the Plan is attached hereto as Exhibit 10 and is incorporated by reference herein.

### Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

10 — Copy of Amendment No. 4 to the Restated Viad Corp Supplemental Pension Plan, dated August 24, 2006.

### 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)

August 29, 2006

By: /s/ Scott E. Sayre

Scott E. Sayre

Vice President — General

Counsel and Secretary

(Authorized Signer)



**AMENDMENT NO. 4 TO THE RESTATED  
VIAD CORP SUPPLEMENTAL PENSION PLAN**

**WHEREAS**, the Viad Corp Supplemental Pension Plan was amended and restated on January 1, 2001, and subsequently amended by Amendment No. 1 on May 9, 2003, Amendment No. 2 on March 30, 2004, and Amendment No. 3 as of June 30, 2004 (collectively, the “Plan”); and

**WHEREAS**, at the time of the spin-off of MoneyGram International, Inc. (“MoneyGram”) on June 30, 2004, the Plan obligations were transferred to Travelers Express Company, Inc. (“Travelers”), a wholly-owned subsidiary of MoneyGram, with Travelers agreeing to assume and be solely responsible for all obligations to pay benefits to Viad employees and beneficiaries under the Plan, including a lump sum payout of the Plan obligation to covered participants if a change of control of MoneyGram were to occur and the acquiring entity had less than a single “A” credit rating. The obligations of Travelers were subsequently assumed by MoneyGram Payment Systems, Inc., a wholly-owned subsidiary of MoneyGram, in connection with the merger of Travelers with and into MoneyGram Payment Systems, Inc. on December 31, 2005; and

**WHEREAS**, the Plan requires amendment to make clear that references to “Company,” in the context of payment obligations related to a change of control, were intended to mean MoneyGram, not Viad Corp, and that such obligations were not contingent on the covered participants being employed by Viad Corp at the time of the change of control;

**NOW, THEREFORE**, the Plan is hereby amended effective June 30, 2004 as follows:

1. The first paragraph of Article 13 “Change of Control” is amended by adding the following to the end of the last sentence:  
    “, provided that effective as of June 30, 2004 (the “Distribution Date” as defined in Article 18 hereof), a “Change of Control” shall be determined by reference to MoneyGram International, Inc. and not Viad Corp”
2. The first sentence of the second paragraph of Article 13 “Change of Control” is amended by inserting “on the Distribution Date” after the parenthetical “(or any of its Subsidiaries)”.
3. Except as amended above, the Plan as in effect prior to this amendment shall continue unchanged.

Effective June 30, 2004.

By: /s/ Suzanne Pearl

Title: Vice President — Human Resources

Date: August 29, 2006