

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

November 29, 2017
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**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Election of Directors

On November 29, 2017, the Viad Corp Board of Directors elected Virginia Henkels as a new independent director of the Company, effective immediately. The Board also appointed her to serve as a member of the Audit Committee. Ms. Henkels will fill the vacancy created by the resignation of former director, Margaret Pederson, earlier this year. Ms. Henkels' term will expire at the 2018 Annual Meeting of Shareholders.

Ms. Henkels, age 49, was formerly Executive Vice President, Chief Financial Officer and Treasurer of Swift Transportation Company, a \$4 billion publicly traded transportation services company. She has more than 20 years of experience with Fortune 1000 companies with broad functional responsibilities in finance and accounting. Prior to joining Swift Transportation Company in 2004, Henkels held several finance and accounting leadership positions at Honeywell International, Inc., a worldwide diversified technology and manufacturing leader, including Worldwide Revenue Chain and Finance Six Sigma Leader, and Director of Financial Planning and Analysis for Honeywell International's Industry Solutions division. Ms. Henkels currently serves as a director of LCI Industries.

Ms. Henkels will participate in the standard compensation and benefits package offered to the Company's non-employee directors, as described under the heading of "Compensation of Directors" in the Company's Proxy Statement relating to its 2017 Annual Meeting of Shareholders, filed with the Securities and Exchange Commission ("SEC") on April 10, 2017, including a pro-rated annual retainer fee. She also received the same restricted stock award received by the other non-employee directors of the Company in 2017, pro-rated based on the month she joined the Board, under the same terms and conditions as provided in the form of Restricted Stock Agreement--Outside Directors, filed with the SEC on May 23, 2017, as Exhibit 10.2 to the Company's Form 8-K.

There are no related party transactions between the Company and Ms. Henkels that would require disclosure under Item 404(a) of Regulation S-K, nor are there any arrangements or understandings in connection with Ms. Henkels' appointment to the Company's Board of Directors.

A copy of the Company's press release announcing Ms. Henkels' election as director is being furnished as Exhibit 99 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 – [Press Release, dated November 29, 2017, announcing Ms. Henkels' election.](#)

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)

November 29, 2017

By: /s/ Leslie S. Striedel
Leslie S. Striedel
Chief Accounting Officer

VIRGINIA HENKELS TO JOIN VIAD CORP BOARD OF DIRECTORS

PHOENIX, November 30, 2017 - Viad Corp (NYSE:VVI) today announced the appointment of Virginia "Ginnie" Henkels as an independent director of the Company's Board of Directors, effective November 29, 2017. Henkels has also been appointed to serve as a member of the Board's Audit Committee.

Henkels, age 49, was formerly Executive Vice President, Chief Financial Officer and Treasurer of Swift Transportation Company, a \$4 billion publicly traded transportation services company. She has more than 20 years of experience with Fortune 1000 companies with broad functional responsibilities in finance and accounting. Prior to joining Swift Transportation Company in 2004, Henkels held several finance and accounting leadership positions at Honeywell International, Inc., a worldwide diversified technology and manufacturing leader, including Worldwide Revenue Chain and Finance Six Sigma Leader, and Director of Financial Planning and Analysis for Honeywell International's Industry Solutions division.

Richard H. Dozer, chairman of Viad, said, "We are delighted to welcome Ginnie to the Viad Board of Directors. She brings extensive public company experience in the areas of finance, accounting, treasury, and mergers and acquisitions, as well as deep knowledge of the capital markets and strategic planning. We are confident that she will be an invaluable resource as Viad continues to execute on its growth strategy and we look forward to benefiting from her insights."

Henkels earned a Bachelor of Science degree in Business Administration in 1990 from the University of Arizona and a Master of Business Administration degree from Arizona State University in 1993. She also serves on the Board of LCI Industries.

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About Viad

Viad (NYSE: VVI) generates revenue and shareholder value through its two business units: GES and Pursuit. GES is a global, full-service live events company offering a comprehensive range of services to the world's leading brands and event organizers. Pursuit is a collection of iconic travel experiences in Alaska, Montana and Western Canada that showcase the best of Banff, Jasper, Waterton Lakes, Glacier, Denali and Kenai Fjords national parks. Viad is an S&P SmallCap 600 company. For more information about Viad, visit the company's Web site at www.viad.com. For more information about Pursuit's collection of experiences, visit www.pursuitcollection.com.

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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, capital allocations, 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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