

VIAD CORP
Form 8-K
May 23, 2014

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

May 22, 2014
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))

Item 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY
HOLDERS

(a) On May 22, 2014, Viad Corp (the “Company”) held an annual meeting of its shareholders.

(b) The following proposals are described in detail in the Company’s Proxy Statement for the 2014 Annual Meeting of Shareholders, dated April 10, 2014. The number of votes cast for and against, and the number of abstentions and broker non-votes, with respect to each matter voted upon are set forth below.

Proposal One: Election of Directors. The Company’s shareholders reelected all director nominees in an uncontested election.

| Nominee | For | Against | Abstain | Broker Non-Votes |
|----------------------|------------|---------|---------|------------------|
| Paul B. Dykstra | 16,798,711 | 707,459 | 10,044 | 1,653,624 |
| Edward E. Mace | 16,908,369 | 596,089 | 11,756 | 1,653,624 |
| Margaret E. Pederson | 16,900,125 | 605,163 | 10,926 | 1,653,624 |

Proposal Two: Ratification of Viad’s Independent Registered Public Accountants. A proposal to ratify the appointment of Deloitte & Touche LLP as the Company’s independent registered public accountants to audit the accounts of the Company and its subsidiaries for the fiscal year 2014 was adopted with the votes shown:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 18,741,532 | 417,082 | 11,224 | 0 |

Proposal Three: Advisory Vote on Compensation of Viad’s Named Executive Officers. A proposal relating to an advisory resolution on the compensation of the Company’s named executive officers was adopted with the votes shown:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 17,067,434 | 420,618 | 28,162 | 1,653,624 |

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)

May 23, 2014

By: /s/ Deborah J. DePaoli
Name: Deborah J. DePaoli
Title: General Counsel and Secretary