

VIAD CORP
Form 8-K
February 13, 2007

Item 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On February 7, 2007, the Board of Directors of Viad Corp (the Company) approved adoption of a severance arrangement for executive officers of the Company. Under the Executive Officer Pay Continuation Policy, executives with less than seven years of service with the Company would receive six months of salary and a prorata portion of the annual incentive compensation if earned, while executive officers with seven or more years of service with the Company may receive up to one year s salary. Executive officers would receive continued health and welfare benefits during the severance period and a prorata annual cash incentive award under the Management Incentive Plan for the calendar year in which they were last employed, if earned. No payment, however, would be made under the policy unless the executive officer executes a general release containing a release of all claims against Viad, a covenant not to sue, a non-competition covenant and a non-disparagement agreement, in form and substance satisfactory to Viad. The terms of any written agreement relating to severance payment upon termination of an executive officer without cause that is approved by the Board will supercede the policy, and exceptions to the policy may be made if recommended by the Chief Executive Officer of Viad and approved by the Human Resources Committee of the Board.

The Board also approved, at the request of Robert H. Bohannon, Chairman of the Board, amendments to Mr. Bohannon s employment agreement to substantially reduce severance payments upon a termination without cause. The amended agreement provides that Mr. Bohannon would receive an amount equal to the base salary payable to him from the date of the early termination without cause through the end of his employment term (March 31, 2008), plus the accrued, annual cash incentive payable under the Management Incentive Plan prorated to the date of employment termination. At the same time, his employment agreement was further amended to eliminate any cash payment payable upon early termination for cause.

A copy of the Executive Officer Severance Policy, adopted February 7, 2007, and the First Amendment to the Amended and Restated Employment Agreement between Viad Corp and Robert H. Bohannon, dated February 7, 2007, are attached hereto as Exhibits 10.A and 10.B, respectively, and are incorporated herein by reference.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

- 10.A - Copy of Executive Officer Pay Continuation Policy, adopted February 7, 2007. Copy of
- 10.B - First Amendment to the Amended and Restated Employment Agreement between Viad Corp and Robert H. Bohannon, dated February 7, 2007.

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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 thereunto duly authorized.

VIAD CORP
(Registrant)

February 13, 2007

By /s/ G. Michael Latta
G. Michael Latta
Vice President Controller
(Chief Accounting Officer and Authorized Signer)

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|--|
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