

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

July 1, 2004

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 N. Central Ave., Phoenix, Arizona
(Address of principal executive offices)

85004
(Zip Code)

Registrant's telephone number, including area code (602) 207-4000

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Item 5. OTHER EVENTS

On July 1, 2004, Viad Corp (“Viad”) issued a press release announcing that it has completed its spin-off of MoneyGram International, Inc. (“MoneyGram”) by means of a distribution of all shares of the common stock of MoneyGram, effective 11:59 p.m., New York City time, on June 30, 2004, to holders of Viad common stock in the form of a stock dividend of one share of MoneyGram common stock for each share of Viad common stock held on the close of business on June 24, 2004.

The press release also announced that effective immediately following and in connection with the distribution, Viad effected a one-for-four reverse stock split whereby each four outstanding shares of Viad common stock were converted into one share of “new” Viad common stock. On May 11, 2004, the stockholders of Viad approved an amendment to Viad’s Restated Certificate of Incorporation effecting the one-for-four reverse split. The Certificate of Amendment to the Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 30, 2004, effective as of 12:01 a.m., New York City time, on July 1, 2004.

The press release is included as Exhibit 99.1 hereto and is incorporated herein by reference. A copy of the Certificate of Amendment to Viad’s Restated Articles of Incorporation, which was necessary to effect the reverse stock split, is attached hereto as Exhibit 3.1.

Item 7. FINANCIAL STATEMENTS AND EXHIBITS

(a) Not applicable.

(b) Not applicable.

(c) Exhibits

3.1 – Certificate of Amendment of Restated Certificate of Incorporation of Viad Corp effective as of July 1, 2004.

99.1 – Press Release dated July 1, 2004.

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)

July 1, 2004

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

CERTIFICATE OF AMENDMENT
OF THE
RESTATED CERTIFICATE OF INCORPORATION
OF VIAD CORP

Viad Corp (the "Corporation"), a corporation organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), pursuant to the provisions of the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY:

FIRST: That, in accordance with the provisions of Sections 141 and 242 of the DGCL, the Board of Directors of the Corporation duly adopted resolutions setting forth the following amendment to the Restated Certificate of Incorporation of the Corporation (the "Amendment"), declaring the Amendment to be advisable and calling for the submission of the proposed Amendment to the stockholders of the Corporation for their consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that, in order to effect a reverse split of the Corporation's common stock, the Board of Directors declares that it is advisable to amend Article IV of the Restated Certificate of Incorporation of the Corporation, upon approval by the requisite vote of the holders of the common stock of the Corporation, by adding the following at the end of Paragraph A of Article IV:

Without regard to any other provision of the Restated Certificate of Incorporation of the Corporation, as the same may be amended from time to time, effective as of 12:01 a.m. New York City time, on July 1, 2004 (the "Effective Time"), each four (4) shares of common stock, par value one dollar and fifty cents (\$1.50) per share (the "Old Common Stock"), of the Corporation issued and outstanding or held as treasury shares immediately prior to the Effective Time, shall, automatically and without any action on the part of the respective holders thereof, be reclassified, combined and converted into one (1) share of common stock, par value one dollar and fifty cents (\$1.50) per share (the "New Common Stock"), of the Corporation.

Notwithstanding the immediately preceding sentence, no fractional shares of New Common Stock shall be issued to the holders of record of Old Common Stock in connection with the foregoing reclassification of shares of Old Common Stock. In lieu thereof, each holder of record of Old Common Stock that would otherwise be entitled to receive a fractional share of New Common Stock would be entitled, upon surrender of certificates representing such shares, to cash payments in lieu of the fractional shares to which the stockholders would otherwise be entitled. The cash payments for the fractional shares shall be the proportionate portions of the net proceeds from the sale of aggregated fractional Viad shares on behalf of all holders of such fractional shares. The ownership of a fractional interest shall not give the holder any voting dividend or other rights, ex-

cept for the right to receive cash payment. Whether or not the reverse stock split provided above would result in fractional shares for a holder of record shall be determined on the basis of the total number of shares of Old Common Stock held by such holder of record at the time the reverse stock split occurs.

Each stock certificate that, immediately prior to the Effective Time, represented shares of Old Common Stock shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified (as well as the right to receive cash in lieu of any fractional shares of New Common Stock as set forth above); *provided, however*, that each holder of record of a certificate that represented shares of Old Common Stock shall be entitled to receive, upon surrender of such certificate, a new certificate representing the number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified, as well as any cash in lieu of fractional shares of New Common Stock to which such holder may be entitled pursuant to the immediately preceding paragraph. The New Common Stock issued in this exchange shall have the same rights, preferences and privileges as the Common Stock (as defined above).

SECOND: That the Amendment was submitted for stockholder approval and that at the annual meeting of stockholders of the Corporation held on May 11, 2004, a majority of the outstanding stock of the Corporation entitled to vote as a class voted to approve the foregoing amendment in accordance with the provisions of the Restated Certificate of Incorporation of the Corporation and the DGCL.

THIRD: That the Amendment was duly approved and adopted in accordance with the applicable provisions of Section 242 of the DGCL.

FOURTH: That the Amendment shall be effective as of 12:01 a.m. New York City time on July 1, 2004.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Robert H. Bohannon, its Chairman and Chief Executive Officer dated as of this 30th day of June, 2004.

VIAD CORP

By: /s/ Robert H. Bohannon

Name: Robert H. Bohannon

Title: Chairman & Chief Executive Officer

Contact: Carrie Long
clong@viad.com
602-207-2681

**Viad Corp Announces Completion of Spin-Off of MoneyGram
International, Inc. and Reverse Stock Split**

PHOENIX, Ariz., July 1, 2004 — Today Viad Corp (NYSE:VVI) completed the previously announced spin-off of MoneyGram International, Inc. (NYSE:MGI), a leading global payment services company. Shares of MoneyGram common stock were distributed, effective 11:59 p.m., New York City time, on June 30, 2004, to Viad stockholders. One share of MoneyGram common stock was distributed for each share of Viad common stock held on the close of business on June 24, 2004. The distribution is intended to be tax-free to Viad and its stockholders for U.S. federal income tax purposes, and Viad has received a favorable ruling from the U.S. Internal Revenue Service to that effect. Effective immediately following and in connection with the distribution, Viad effected a one-for-four reverse stock split whereby each four outstanding shares of Viad common stock were converted into one share of “new” Viad common stock. Viad will pay cash in lieu of fractional shares in the reverse stock split.

Robert H. Bohannon, chairman, president and chief executive officer said, “We are pleased to announce that the spin-off of MoneyGram is now complete. I believe that MoneyGram will have a very bright future under the leadership of Phil Milne. As a separate public company we believe MoneyGram will have even greater growth opportunities and will continue to be a formidable force in the payment services industry.”

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Bohannon added, "As the ongoing chief executive officer of Viad Corp, I am looking forward to pursuing the many opportunities that lie ahead for the remaining Viad businesses. We have done a lot of work to take out costs and make our businesses more efficient during the recent economic downturn. Because of this and our leading market positions, we believe we are well-positioned to drive earnings growth when our markets rebound. And with a strong opening balance sheet, we will also be in a position to pursue strategic acquisitions and other actions to increase stockholder value. This is a very exciting time for Viad and MoneyGram."

Beginning today, MoneyGram common stock will trade on a "regular way" basis on the New York Stock Exchange under the ticker symbol "MGI." Viad will continue to trade under the symbol "VVI." Viad stockholders that sold their shares of Viad common stock prior to the distribution also sold their right to receive the MoneyGram common stock dividend with respect to those shares.

Viad intends to use a book-entry system to distribute shares of MoneyGram common stock. Therefore, ownership of MoneyGram common stock will be recorded in the records maintained by MoneyGram's transfer agent. MoneyGram stock certificates will not be issued unless requested. Stockholders do not need to, and should not, mail in certificates of Viad common stock to receive MoneyGram common stock in the spin-off.

Viad also intends to use a book-entry system for issuing shares after the reverse stock split. Viad soon will mail a letter of transmittal to shareholders instructing them to mail their "old" stock certificates representing shares of pre-reverse split Viad common stock to Viad's transfer agent. Shareholders should mail their "old" stock certificates only after they have received the letter of transmittal.

Information regarding the allocation of tax basis between shares of MoneyGram common stock and Viad common stock also will be provided shortly to shareholders.

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Viad is an S&P SmallCap 600 company. Major subsidiaries include GES Exposition Services of Las Vegas, Exhibitgroup/Giltspur of Chicago, Brewster Transport Company Limited of Banff, Alberta, Canada, and Glacier Park, Inc. of Phoenix. For more information, visit the company's Web site at www.viad.com.

MoneyGram International, Inc. is an S&P MidCap 400 company. Subsidiaries include Travelers Express and MoneyGram Payment Systems, Inc. For more information, visit the company's Web site at www.moneygram.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 business, productivity improvements, ongoing cost reduction efforts, efficiency, competitiveness, tax rates the realization of restructuring cost savings, and market risk. Actual results could differ materially from those projected 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 convention and event services, existing and new competition, industry alliances, consolidation, and growth patterns within the industries in which Viad competes 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 further terrorist activities or war, could affect the forward-looking statements in this press release.

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.