SEC Form 4

**FORM 4**

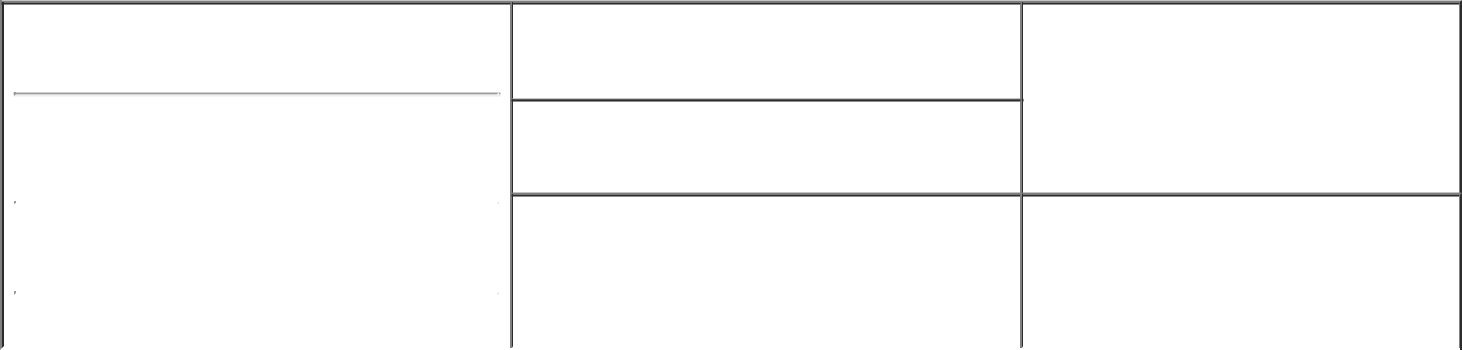
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden | | |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



1. Name and Address of Reporting Person\*

[MOSTER STEVEN W](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001504727)

(Last) (First) (Middle)

1850 N. CENTRAL AVE., SUITE 1900

2. Issuer Name **and** Ticker or Trading Symbol

[VIAD CORP](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000884219) [ VVI ]

3. Date of Earliest Transaction (Month/Day/Year)

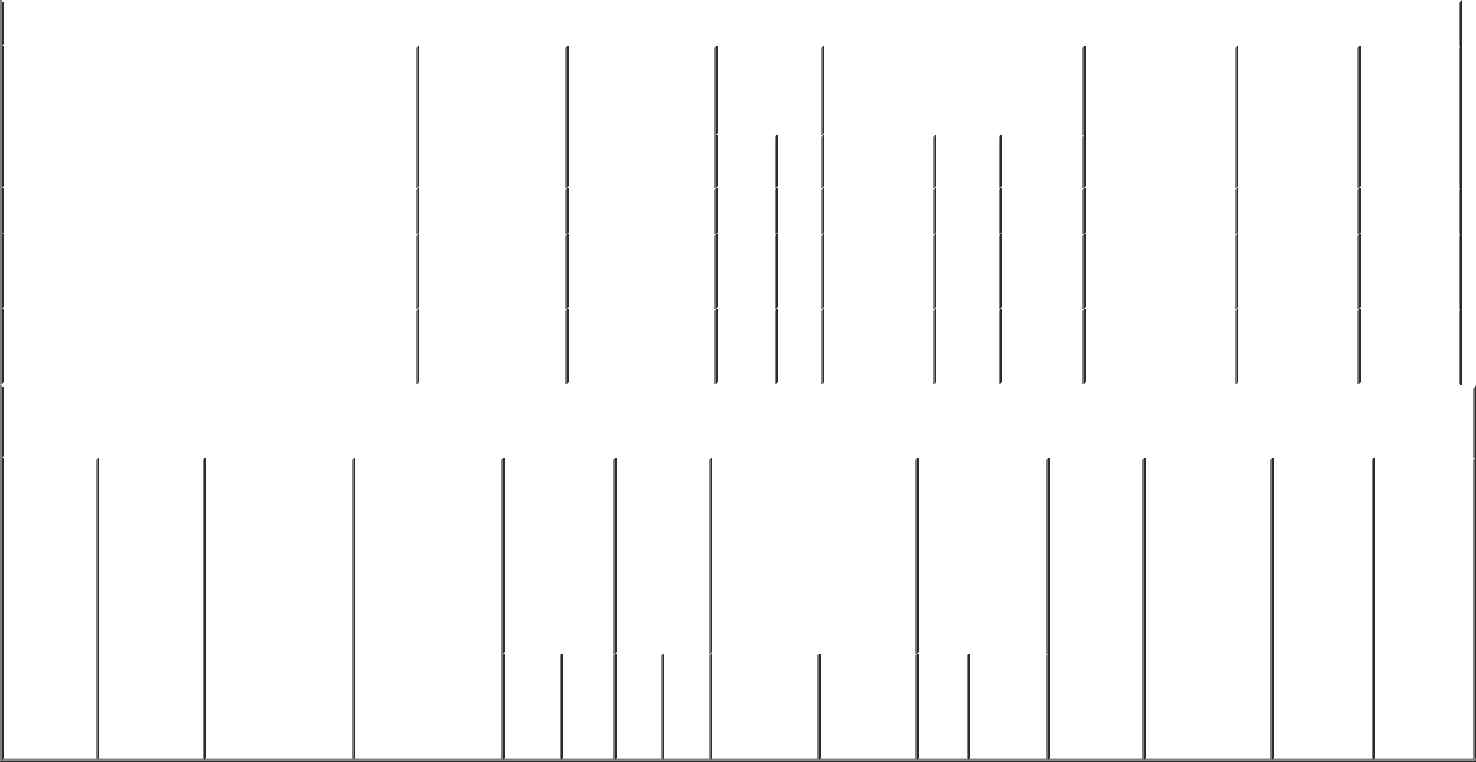
02/16/2021

1. Relationship of Reporting Person(s) to Issuer (Check all applicable)

|  |  |  |  |
| --- | --- | --- | --- |
| X | Director | 10% Owner |  |
| X | Officer (give title | Other (specify |  |
| below) | below) |  |
|  |  |

President & Chief Executive Of

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | |  |
|  | (Street) | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | Line) | |  |  |  |  |  |  |  |  |
|  |  | PHOENIX | | AZ |  | 85004 |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (City) |  | (State) | | (Zip) |  |  |  |  |  |  |  |  |  | Person | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | | |  | | | | | | |  | | |  |  |  |  |  |  |
|  |  |  |  |  | **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | |  |  |  |  |  |  |
|  |  | | | | |  | |  |  | |  |  | | |  |  | |  |  |  | |  |  |
|  | **1. Title of Security (Instr. 3)** | | | | | **2. Transaction** | | | **2A. Deemed** | | **3.** | **4. Securities Acquired (A) or** | | | | **5. Amount of** | | **6. Ownership** | **7. Nature** | | | |  |
|  |  |  |  |  |  | **Date** |  |  | **Execution Date,** | | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and** | | | | **Securities** | | **Form: Direct** | **of Indirect** | | | |  |
|  |  |  |  |  |  | **(Month/Day/Year)** | | | **if any** |  | **Code (Instr.** | **5)** |  |  |  | **Beneficially** | | **(D) or Indirect** | **Beneficial** | | | |  |
|  |  |  |  |  |  |  |  |  | **(Month/Day/Year)** | | **8)** |  |  |  |  | **Owned Following** | | **(I) (Instr. 4)** | **Ownership** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** | |  | **(Instr. 4)** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Code V** | **Amount** | **(A) or** | **Price** | | **Transaction(s)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **(D)** | **(Instr. 3 and 4)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | | |  |  |  | |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |
|  | Common Stock | | |  |  | 02/16/2021 | | |  |  | A | 80,357(1) | A | $0.00 | | 159,968 | | D |  |  |  |  |  |
|  | Common Stock | | |  |  |  |  |  |  |  |  |  |  |  |  | 3,621.6094 | | I | by | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | 401K(2) |  | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Stock | | |  |  |  |  |  |  |  |  |  |  |  |  |  | 666 | I | by | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | Spouse | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | |  | | | | | | |  | | |  |  |  |  |  |  |
|  |  |  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | |  |  |  |  |  |  |
|  |  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  | |  |  |  | |  | |  | | |  |  |
|  | **1. Title of** | | **2.** |  | **3. Transaction** | **3A. Deemed** | **4.** | |  | **5. Number** | **6. Date Exercisable and** | | **7. Title and** |  | **8. Price of** | | **9. Number of 10.** | | **11. Nature** | | | |  |
|  | **Derivative** | | **Conversion** | | **Date** | **Execution Date,** |  | **Transaction** | | **of** | **Expiration Date** | | **Amount of** |  | **Derivative** | | **derivative** | **Ownership** | **of Indirect** | | | |  |
|  | **Security** | | **or Exercise** | | **(Month/Day/Year) if any** | |  | **Code (Instr.** | | **Derivative** | **(Month/Day/Year)** | | **Securities** |  | **Security** | | **Securities** | **Form:** | **Beneficial** | | | |  |
|  | **(Instr. 3)** | | **Price of** |  |  | **(Month/Day/Year)** | **8)** | |  | **Securities** |  |  | **Underlying** |  | **(Instr. 5)** | | **Beneficially** | **Direct (D)** | **Ownership** | | | |  |
|  |  |  | **Derivative** | |  |  |  |  |  | **Acquired** |  |  | **Derivative** |  |  |  | **Owned** | **or Indirect** | **(Instr. 4)** | | | |  |
|  |  |  | **Security** |  |  |  |  |  |  | **(A) or** |  |  | **Security (Instr.** | | |  | **Following** | **(I) (Instr. 4)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Disposed** |  |  | **3 and 4)** |  |  |  | **Reported** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **of (D)** |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **(Instr. 3, 4** |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Date** | **Expiration** | **of** |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Code** | **V** | **(A) (D)** | **Exercisable** | **Date** | **Title Shares** | | |  |  |  |  |  |  |  |  |



**Explanation of Responses:**

1. Represents Performance-Based Restricted Stock Units ("PRSUs") granted on February 16, 2021 pursuant to the 2017 Viad Corp Omnibus Incentive Plan. The PRSUs will become earned based on the achievement of certain stock price goals at any time between the grant date and December 31, 2024. Any PRSUs that become earned will vest on December 31, 2024, subject to Mr. Mosters continued employment. The PRSUs are payable in shares of VVI common stock on a one-for-one basis upon vesting.
2. Between February 2020 and February 2021, the reporting person acquired 270.6785 shares of VVI common stock under the Viad Corp 401(k) plan.

**Remarks:**

/s/ Derek P. Linde as Attorney- 02/18/2021



in-Fact



\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

* Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**