SEC Form 4

**FORM 4**

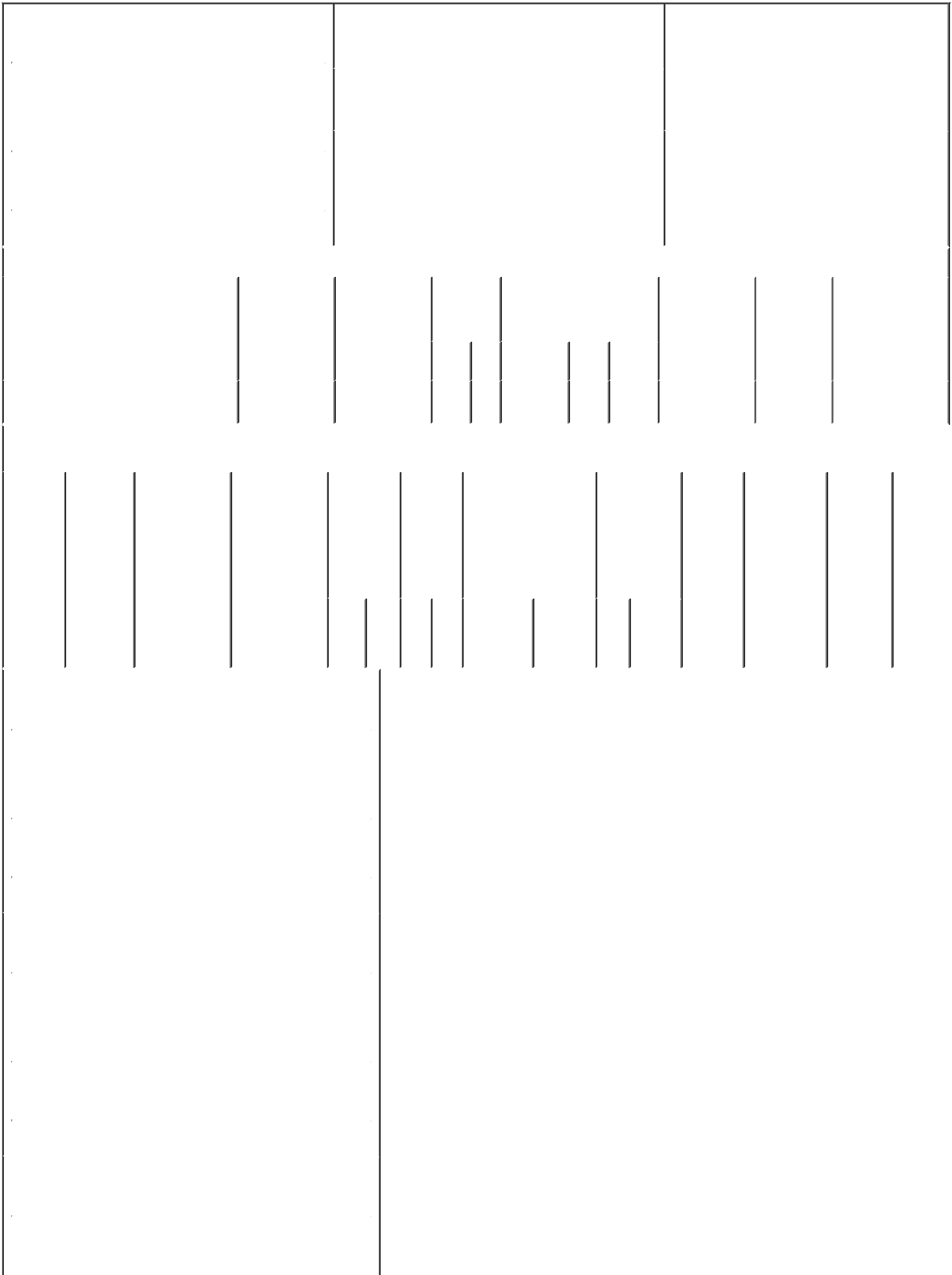
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



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| **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 |  |  |
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|  |  |  |  |  |



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

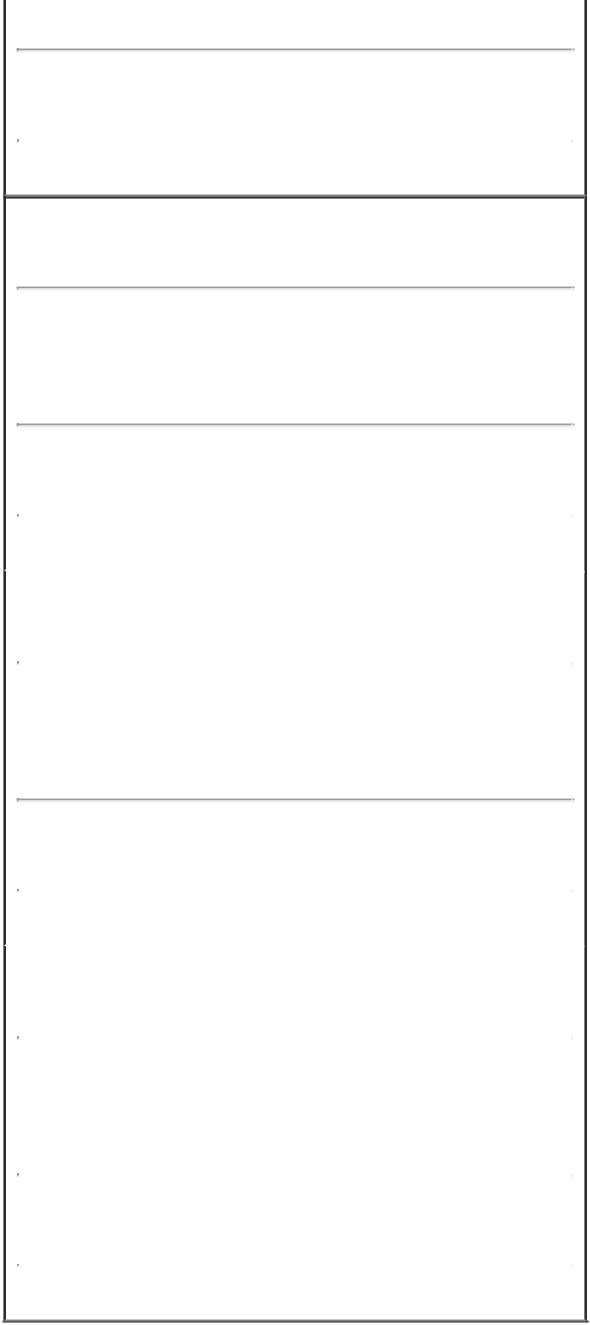


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|  | 1. Name and Address of Reporting Person\* | | | | | | | | | | |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | | | | | | | |  |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | | | | | |  |
|  |  | [Crestview Partners IV GP, L.P.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001818687) | | | | | | | | | |  | [VIAD CORP](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000884219) [ VVI ] | | | | | | | | |  |  |  |  | (Check all applicable) | | | |  |  |  |  |  |  |
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|  |  | (Last) |  | (First) | | (Middle) | | | | | |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | | | | | |  |  |  |  | below) | |  | below) |  |  |  |  |
|  |  | C/O CRESTVIEW PARTNERS | | | |  |  |  |  |  |  | 02/23/2022 | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  | 590 MADISON AVENUE, 42ND FLOOR | | | | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | |  |
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|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Line) | | Form filed by One Reporting Person | | | | | | |  |
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|  |  | NEW YORK | | NY | | 10022 | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X | Form filed by More than One Reporting | | | | | | |  |
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|  |  |  |  |  | **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 of Indirect** | | | |  |
|  |  |  |  |  |  |  | **Date** | | | | |  | **Execution Date,** | | | | | | **Transaction** | | | **Disposed Of (D) (Instr. 3, 4** | | | | **Securities** | |  | **Form: Direct** | | **Beneficial** |  |  |  |  |
|  |  |  |  |  |  |  | **(Month/Day/Year)** | | | | |  | **if any** | | | |  |  | **Code (Instr.** | | | **and 5)** |  |  |  | **Beneficially** | | | **(D) or** |  | **Ownership (Instr. 4)** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **(Month/Day/Year)** | | | | | | **8)** | |  |  |  |  |  | **Owned** | |  | **Indirect (I)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Following** | |  | **(Instr. 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **(A) or** |  |  | **Reported** | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Code** | | **V** | **Amount** | **Price** | | **Transaction(s)** | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **(D)** | **(Instr. 3 and 4)** | | |  |  |  |  |  |  |  |
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|  | Common Stock | | |  |  | 02/23/2022 | | | |  |  |  |  |  |  |  |  |  |  | A |  | 3,681(1) | A | $0 |  | 9,133 | | | I |  | See Footnotes(2) | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | (3)(4)(5) |  |  |  |  |
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|  |  |  |  |  |  | **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)** | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |  |  |  |  |  | **Code V** | | | | | **(A)** | | **(D)** | | **Exercisable Date** | |  | **Title Shares** | | | |  |  |  |  |  |  |  |  |
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|  | 1. Name and Address of Reporting Person\* | | | | | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | [Crestview Partners IV GP, L.P.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001818687) | | | | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  | 590 MADISON AVENUE, 42ND FLOOR | | | | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  | NEW YORK | |  | NY | 10022 | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | 1. Name and Address of Reporting Person\* | | | | | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | [Crestview IV VC TE Holdings, LLC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001818686) | | | | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  | C/O CRESTVIEW PARTNERS | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 590 MADISON AVENUE, 42ND FLOOR | | | | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  | NEW YORK | |  | NY | 10022 | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | 1. Name and Address of Reporting Person\* | | | | | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | [Crestview IV VC Holdings, L.P.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001818688) | | | | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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C/O CRESTVIEW PARTNERS

590 MADISON AVENUE, 42ND FLOOR



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| (Street) | |  |  |
|  | NEW YORK | NY | 10022 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

1. Name and Address of Reporting Person\*

[Crestview IV VC CI Holdings, L.P.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001819309)

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C/O CRESTVIEW PARTNERS

590 MADISON AVENUE, 42ND FLOOR

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| 1. Name and Address of Reporting Person\* | | | |  |  |
|  | [Crestview Advisors, L.L.C.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001559054) | | |  |  |
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C/O CRESTVIEW PARTNERS

590 MADISON AVENUE, 42ND FLOOR

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| (Street) | | |  |  |  |
|  | NEW YORK | | NY | 10022 |  |
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| 1. Name and Address of Reporting Person\* | | | |  |  |
|  | [Cassidy Brian P](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001608356) | |  |  |  |
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|  | (City) | | (State) | (Zip) | |

**Explanation of Responses:**

1. Represents an award of restricted stock units ("RSUs") with respect to Common Stock of the Issuer, par value $1.50 per share ("Common Stock") granted to Brian P. Cassidy under the 2017 Viad Corp Omnibus Incentive Plan (as amended, the "Plan"). The RSUs are scheduled to vest on February 23, 2023, subject to the terms of the Plan and the applicable award agreement issued thereunder. Mr. Cassidy has assigned all rights, title and interest in the RSUs (including the shares of Common Stock thereunder) granted to him to Crestview Advisors, L.L.C.
2. Crestview IV VC TE Holdings, LLC, Crestview IV VC Holdings L.P. and Crestview IV VC CI Holdings, L.P. (collectively, the "Crestview Funds") hold, in the aggregate, 135,000 shares of 5.5% Series A Convertible Preferred Stock of the Issuer, par value $0.01 per share ("Preferred Stock"). Subject to the terms of the Certificate of Designations and the Investment Agreement between the Issuer and the Crestview Funds, the shares of Preferred Stock held by the Crestview Funds are convertible into shares of Common Stock at any time by the Crestview Funds at an initial conversion price equal to $21.25 per share, which such conversion price is subject to (i) customary anti-dilution adjustments (including in the event of any stock split, stock dividend, recapitalization or similar events) and (ii) adjustment for certain dilutive issuances of Common Stock at a price below the then-current market price and repurchases of Common Stock at a price above the then-current market price.
3. Crestview Partners IV GP, L.P. may be deemed to have beneficial ownership of the shares of Preferred Stock held by the Crestview Funds. Crestview Partners IV GP, L.P. exercises voting and dispositive power over the shares of Preferred Stock (and, following conversion thereof, the underlying shares of Common Stock) held by the Crestview Funds, which decisions are made by the investment committee of Crestview Partners IV GP, L.P. and the chairman of such investment committee.
4. Mr. Cassidy is a member of the Issuer's board of directors, and is a Partner of Crestview, L.L.C. (which is the general partner of Crestview Partners IV GP, L.P.) and Crestview Advisors, L.L.C. (which provides investment advisory and management services to investment funds owning interests in the Crestview Funds).
5. Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein.

By: Crestview, L.L.C., the



general partner of the



Designated Filer, By: /s/ Ross



A. Oliver, General Counsel



\*\* Signature of Reporting Person

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.

02/25/2022



Date

**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.**

**Exhibit 99**

**Joint Filer Information**

Each of the following joint filers has designated **Crestview Partners IV GP, L.P.** as the “**Designated Filer**” for purposes of the attached Form 4:

1. Crestview IV VC TE Holdings, LLC c/o Crestview Partners

590 Madison Avenue, 42nd Floor New York, NY 10022

1. Crestview IV VC Holdings, L.P. c/o Crestview Partners

590 Madison Avenue, 42nd Floor New York, NY 10022

1. Crestview IV VC CI Holdings, L.P. c/o Crestview Partners

590 Madison Avenue, 42nd Floor New York, NY 10022

1. Crestview Advisors, L.L.C. c/o Crestview Partners

590 Madison Avenue, 42nd Floor New York, NY 10022

1. Brian P. Cassidy

c/o Crestview Partners

590 Madison Avenue, 42nd Floor New York, NY 10022

**Date of Event Requiring Statement:** February 23, 2022

**Issuer Name and Ticker or Trading Symbol:** Viad Corp. [VVI]



**CRESTVIEW IV VC TE HOLDINGS, LLC**

By: /s/ Ross A. Oliver



Name: Ross A. Oliver

Title: General Counsel

**CRESTVIEW IV VC HOLDINGS, L.P.**

By: Crestview IV VC Holdings GP, LLC, its general partner

By: /s/ Ross A. Oliver



Name: Ross A. Oliver

Title: General Counsel

**CRESTVIEW IV VC CI HOLDINGS, L.P.**

By: Crestview IV VC CI GP, LLC, its general partner

By: /s/ Ross A. Oliver



Name: Ross A. Oliver

Title: General Counsel

**CRESTVIEW ADVISORS, L.L.C.**

By: /s/ Ross A. Oliver



Name: Ross A. Oliver

Title: General Counsel

**BRIAN P. CASSIDY**

By: /s/ Ross A. Oliver, Attorney-in-Fact



Date: February 25, 2022

