

CONVERGYS CORP  
Form 8-K  
April 26, 2013

**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**

**Date of Report (Date of earliest event reported): April 26, 2013**

**CONVERGYS CORPORATION**

(Exact name of registrant as specified in its charter)

**Ohio**  
(State or other jurisdiction  
of incorporation)

**1-4379**  
(Commission  
File Number)

**31-1598292**  
(IRS Employer  
Identification No.)

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**201 East Fourth Street**

**Cincinnati, Ohio**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (513) 723-7000**

**45202**  
(Zip Code)

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

Effective, May 1, 2013, Jeffrey H. Fox, Executive Chairman of Convergys Corporation, (the Company) will become the non-executive Chairman of the Board. Ronald L. Nelson will become lead independent director.

Mr. Fox has entered into a termination and transition letter with the Company (the Transition Letter) providing for the termination of his employment with the Company under the employment letter agreement dated October 30, 2012 (the Employment Agreement). Under the Transition Letter and consistent with the Employment Agreement, Mr. Fox will be entitled to continued vesting of unvested equity awards previously granted to him for so long as he remains a director of the Company. The Company also will continue to reimburse Mr. Fox for business use of his personal aircraft at the hourly rate specified in the Employment Agreement.

As non-executive Chairman of the Board, Mr. Fox will receive the annual cash and equity-based compensation provided to other non-employee directors generally together with the additional cash retainer payable for service as non-executive Chairman, as disclosed in the Proxy Statement for the Company's 2013 Annual Meeting of Shareholders. Board compensation, including the Chairman's cash retainer, is subject to Board review and approval and is subject to change from time to time.

A copy of the Transition Letter is attached hereto as exhibit 10.1 and is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The 2013 Annual Meeting of Shareholders of Convergys Corporation (the Company) was held on April 26, 2013. The final voting results for each of the proposals submitted for a vote of the shareholders are set forth below.

**Proposal 1**

The shareholders elected each of the nominees for as directors to serve until the next annual meeting of shareholders or until his or her successor is elected. The voting results were as follows:

Nominee	For	Withhold	Broker Non-Votes
Andrea J. Ayers	88,685,935	1,779,180	6,678,403
John F. Barrett	88,550,255	1,914,860	6,678,403
Richard R. Devenuti	88,823,067	1,642,048	6,678,403
Jeffrey H. Fox	88,509,316	1,955,799	6,678,403
Joseph E. Gibbs	87,726,747	2,738,368	6,678,403
Joan E. Herman	89,353,697	1,111,418	6,678,403
Thomas L. Monahan	89,384,802	1,080,313	6,678,403
Ronald L. Nelson	86,413,217	4,051,898	6,678,403
Richard F. Wallman	86,294,884	4,170,231	6,678,403

**Proposal 2**

The shareholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2013. The voting results were as follows:

For	Against	Abstain
95,531,474	1,233,658	378,386

**Proposal 3**

The shareholders re-approved the performance goals under the Convergys Corporation Long Term Incentive Plan for the purposes of 162(m). The voting results were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
89,125,925	2,516,845	822,345	6,678,403

**Proposal 4**

The shareholders approved, on an advisory basis, the compensation of our named executive officers. The voting results were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
86,753,183	2,866,782	845,150	6,678,403

**Item 9.01 Financial Statements and Exhibits**

( d ) Exhibits.

10.1 Transition Letter, dated April 26, 2013, between the Company and Jeffrey H. Fox

**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 hereunto duly authorized.

**CONVERGYS CORPORATION**

By: /s/ Jarrod B. Pontius  
Jarrod B. Pontius

Deputy General Counsel and Corporate

Secretary

Date: April 26, 2013

Exhibit Index

10.1 Transition Letter, dated April 26, 2013, between the Company and Jeffrey H. Fox