

CONVERGYS CORP  
Form 8-K  
December 28, 2009

# 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: December 23, 2009

# CONVERGYS CORPORATION

(Exact name of registrant as specified in its charter)

Ohio  
(State or other jurisdiction

of incorporation)

201 East Fourth Street

1-4379  
(Commission File Number)

31-1598292  
(IRS Employer

Identification No.)

45202

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

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

(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))

Form 8-K

Convergys Corporation

**Item 1.01. Entry into a Material Definitive Agreement.**

On December 23, 2009, Convergys Corporation (the Company ) and JANA Partners LLC ( JANA ), an affiliate of a shareholder of the Company, amended (the Amendment ) the Agreement dated February 4, 2009 by and among JANA and the Company. The Amendment extends the date from January 1, 2010 until February 1, 2010 for JANA to request, provided certain conditions are met, that 2 additional directors be appointed to the Company s Board of Directors not later than 30 days prior to the Company s 2010 annual meeting. A copy of the Amendment is attached as Exhibit 10.1

**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits:*

Exhibit 10.1 First Amendment dated December 23, 2009 between the Company and JANA.

**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/ KAREN R. BOWMAN  
**Karen R. Bowman**  
**Senior Vice President General Counsel and**  
**Corporate Secretary**

Date: December 28, 2009

**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Description</b>
10.1	First Amendment dated December 23, 2009 between Convergys Corporation and JANA Partners LLC.