

CONVERGYS CORP  
Form 8-K  
April 26, 2010

# 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: April 26, 2010

## 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)

45202  
(Zip Code)

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

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

At the Convergys Corporation (the Company) 2010 Annual Meeting of Shareholders held on April 20, 2010, Proposals 1, 2, and 3 were approved. The proposals below are described in detail in the Company's definitive proxy statement dated March 11, 2010 for the Annual Meeting. In order to carry on the business of the Annual Meeting, there must be a quorum. This means that at least a majority of the outstanding shares eligible to vote must be represented at the meeting, either by proxy or in person. For Proposal 1, only FOR and WITHHOLD votes were counted for purposes of determining the votes received in connection with this proposal, therefore, broker non-votes had no effect on the proposal. For Proposal 2, only FOR and AGAINST were counted for purposes of determining the votes received, and therefore abstentions had no effect on the proposal. For Proposal 3, the proposal must be approved by the affirmative vote of at least two-thirds of the holders of the shares outstanding of the Company, and also by the affirmative vote of the holders of at least a majority of disinterested shares voting on the proposal. Disinterested shares means voting shares beneficially owned by any person not an interested shareholder or an affiliate or associate of an interested shareholder. Abstentions and broker non-votes have the same effect as votes against this proposal for determining whether the required voting power of the Company has approved the proposal. Abstentions and broker non-votes, however, are not voted and therefore are not considered in determining whether a majority of disinterested shares voting on the proposal has approved the amendment to the proposal.

The results are as follows:

**Proposal 1**

The individuals listed below received the highest number of affirmative votes of the outstanding shares of the Company's common stock present or represented by proxy and voting at the Annual Meeting, in each case constituting a majority of the total outstanding shares, and were elected at the Annual Meeting to serve a three year term on the Board.

| Nominee               | FOR        | WITHHOLD  | NONVOTES   | % of Outstanding Shares Voted |
|-----------------------|------------|-----------|------------|-------------------------------|
| Zoë Baird             | 98,803,672 | 2,600,316 | 10,576,836 | 97%                           |
| Richard R. Devenuti   | 99,218,176 | 2,185,812 | 10,576,836 | 97%                           |
| Thomas L. Monahan III | 96,336,110 | 5,067,878 | 10,576,836 | 95%                           |
| Philip A. Odeen       | 98,603,573 | 2,800,415 | 10,576,836 | 97%                           |
| Richard F. Wallman    | 98,791,033 | 2,021,175 | 10,576,836 | 97%                           |

**Proposal 2**

The proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2010, as described in the proxy materials. This proposal was approved with approximately 98.1% of the shares present or represented and voting at the Annual Meeting voting for the proposal and approximately 1.9% of the shares voting against the proposal.

| For         | Against   | Abstain |
|-------------|-----------|---------|
| 109,812,895 | 2,021,175 | 146,754 |

**Proposal 3**

The Board of Directors proposed an Amendment of the Company's Amended Articles of Incorporation to phase-in declassification of the Board of Directors. This proposal was approved with approximately 98.9% of the shares present or represented and voting at the Annual Meeting voting for the proposal and approximately 1.1% of the shares voting against the proposal.

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|-------------|----------------|----------------|
| 110,789,033 | 947,238        | 244,553        |

**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: April 26, 2010