

INTERVOICE INC  
Form SC TO-T  
August 01, 2008

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## **SCHEDULE TO**

(Rule 14d-100)

**TENDER OFFER STATEMENT PURSUANT TO SECTION 14(d)(1) or 13(e)(1)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Intervoice, Inc.**

(Name of Subject Company (Issuer))

**Dialog Merger Sub, Inc.**

**Convergys Corporation**

(Name of Filing Persons, Offerors)

**Common Stock, without par value**

(Title of Class of Securities)

**461142101**

(CUSIP Number of Class of Securities)

**Karen R. Bowman, Esq.**

**General Counsel and Corporate Secretary**

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**Convergys Corporation**

**201 East 4<sup>th</sup> Street**

**Cincinnati, Ohio 45202**

**(513) 723-7000**

*Copies to:*

**Christopher J. Hewitt, Esq.**  
**Jones Day**  
**North Point**  
**901 Lakeside Ave.**  
**Cleveland, Ohio 44114-1190**  
**(216) 586-7254**

**Kevin C. O Neil, Esq.**  
**Senior Attorney**  
**Convergys Corporation**  
**201 East 4<sup>th</sup> Street**  
**Cincinnati, Ohio 45202**  
**(513) 723-6699**

**CALCULATION OF FILING FEE**

**Transaction Valuation(1)**  
\$335,000,000

**Amount of Filing Fee(2)**  
\$13,165.50

- (1) Estimated solely for purposes of calculating the amount of the filing fee. Calculated by multiplying \$8.25, the per share tender offer price, by 39,064,725 shares, plus the net value of outstanding options and restricted stock units of Intervoice, Inc.
- (2) Calculated as .00393% of the transaction value.

.. Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and date of its filing.

Amount Previously Paid: \_\_\_\_\_  
Form or Registration No.: \_\_\_\_\_

Filing Party: \_\_\_\_\_  
Date Filed: \_\_\_\_\_

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.  
Check the appropriate boxes below to designate any transactions to which the statement relates:

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- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Tender Offer Statement on Schedule TO relates to the offer by Dialog Merger Sub., Inc. ( Offeror ), a Texas corporation and a wholly owned subsidiary of Convergys Corporation, an Ohio corporation ( Convergys ), to purchase all of the outstanding shares of common stock, without par value (the Common Stock ) of Intervoice, Inc. ( Intervoice ) (all such shares of Common Stock, together with the associated preferred share purchase rights issued pursuant to the Third Amended and Restated Rights Agreement, dated as of May 1, 2001, by and between Intervoice (fka InterVoice-Brite, Inc.) and Computershare Investor Services, LLC, being referred to as the Shares ) at a price per Share of \$8.25 net to the seller in cash, upon the terms and subject to the conditions set forth in this Offer to Purchase, dated August 1, 2008 (the Offer to Purchase ), and in the related Letter of Transmittal (which, as they may be amended or supplemented from time to time, together constitute the Offer ), which are annexed to and filed with this Schedule TO as Exhibits (a)(1) and (a)(2), respectively. This Schedule TO is being filed on behalf of Convergys and Offeror. The information set forth in the Offer To Purchase and the related Letter of Transmittal is incorporated herein by reference with respect to Items 1 through 9 and 11 of this Schedule TO.

**Item 3. Identity and Background of Filing Person.**

None of Convergys, Offeror or, to the best knowledge of such corporations, any of the persons listed on Schedule I to the Offer of Purchase, has during the last five years (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to any judicial or administrative proceeding (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws or finding any violation of such laws.

**Item 10. Financial Statements of Certain Bidders.**

Not Applicable.

**Item 12. Exhibits.**

- (a)(1) Offer to Purchase, dated August 1, 2008
- (a)(2) Letter of Transmittal
- (a)(3) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
- (a)(4) Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
- (a)(5) Notice of Guaranteed Delivery
- (a)(6) Guidelines of the Internal Revenue Service for Certification of Taxpayer Identification Number on Substitute Form W-9
- (a)(7) Joint press release issued by Convergys and Intervoice on July 16, 2008 (incorporated by reference to Exhibit 99.1 on the Form 8-K filed with the SEC by Convergys Corporation on July 16, 2008)
- (b) Not applicable
- (c) Not applicable
- (d)(1) Agreement and Plan of Merger, dated as of July 15, 2008, by and among Intervoice, Convergys and Offeror (incorporated by reference to Exhibit 2.1 on the Form 8-K filed with the SEC by Convergys Corporation on July 16, 2008)
- (d)(2) Form of Tender and Voting Agreement, dated as of July 15, 2008, among Convergys Corporation, Dialog Merger Sub, Inc., Intervoice, Inc. and each of David W. Brandenburg and Robert E. Ritchey (incorporated by reference to Exhibit 10.1 on the Form 8-K filed with the SEC by Convergys Corporation on July 16, 2008)
- (d)(3) Confidentiality Agreement between Convergys and Intervoice, dated as of May 18, 2007, as amended on January 8, 2008
- (e) Not applicable
- (f) Not applicable
- (g) Not applicable

(h) Not applicable

**Item 13. Information Required by Schedule 13E-3**

Not Applicable.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 1, 2008

**CONVERGYS CORPORATION**

By: /s/ EARL C. SHANKS  
**Earl C. Shanks**  
**Chief Financial Officer**

**DIALOG MERGER SUB, INC.**

By: /s/ MICHAEL J. BETZER  
**Michael J. Betzer**  
**President**

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