

CONVERGYS CORP  
Form 8-K  
April 30, 2012

**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, 2012**

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

The 2012 Annual Meeting of Shareholders of Convergys Corporation (the Company) was held on April 26, 2012. 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 as directors to serve until the next annual meeting of shareholders and until their successor is elected. The voting results were as follows:

<b>Nominee</b>	<b>For</b>	<b>Withhold</b>
John F. Barrett	95,181,694	1,694,908
Jeffrey H. Fox	95,316,651	1,559,951
Joseph E. Gibbs	82,032,385	14,844,217
Joan E. Herman	87,959,167	8,917,435
Ronald L. Nelson	89,347,953	7,528,649

Beginning with the 2013 annual meeting of shareholders, all directors will be elected annually.

**Proposal 2**

The shareholders approved the proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2012. The voting results were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
104,929,014	1,295,751	114,527

**Proposal 3**

The shareholders approved the Convergys Corporation Annual Executive Incentive Plan, as amended and restated effective February 2, 2012. The voting results were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
91,897,130	4,596,216	383,256

**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>
77,082,873	19,345,081	448,648

**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/ Julia A. Houston  
Julia A. Houston  
Senior Vice President, General Counsel and  
Corporate Secretary

Date: April 30, 2012