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CONVERGYS CORP
Form SC 13D/A
October 21, 2008

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D*
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

Under the Securities Exchange Act of 1934
(Amendment No. 3) (1)

Convergys Corporation

(Name of Issuer)

Common Stock, No Par Value

(Title of Class of Securities)

212485106

(CUSIP Number)

Marc Weingarten, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
(212) 756-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 16, 2008

(Date of Event which Requires
Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SRZ-10767659.2

CUSIP NO. 212485106 SCHEDULE 13D/A PAGE 2 OF 5 PAGES

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
JANA PARTNERS LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT
TO ITEM 2 (d) or 2 (e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
16,468,399

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8 SHARED VOTING POWER
-0-

9 SOLE DISPOSITIVE POWER
16,468,399

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10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

16,468,399

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.52%

14 TYPE OF REPORTING PERSON*

IA

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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The Schedule 13D filed on July 25, 2008 (the "Schedule 13D"), as amended by Amendment No. 1 filed on August 27, 2008, as amended by Amendment No. 2 filed on September 17, 2008 by JANA Partners LLC, a Delaware limited liability company (the "Reporting Person"), relating to the shares ("Shares") of common stock, no par value, of Convergys Corporation, an Ohio corporation (the "Issuer"), is hereby amended as set forth below by this Amendment No. 3 to the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and restated as follows:

The 16,468,399 Shares reported herein by the Reporting Person were acquired at an aggregate purchase price of approximately \$255 million. The Shares beneficially owned by the Reporting Person were acquired with investment funds in accounts under management.

Item 5. Interest in Securities of the Company.

Paragraphs (a) and (b) and (c) of Item 5 of the Schedule 13D are hereby amended and restated as follows:

(a) The aggregate percentage of Shares reported to be beneficially owned by the Reporting Person is based upon 121,824,301 Shares outstanding, which is the total number of Shares outstanding as of June 30, 2008 as reported in the Issuer's Quarterly Report on Form 10-Q filed on August 1, 2008 for the period ended June 30, 2008.

As of the close of business on October 16, 2008, the Reporting Person may be deemed to beneficially own 16,468,399 Shares constituting approximately 13.52% of the Shares outstanding.

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(b) The Reporting Person has sole voting and dispositive powers over the 16,468,399 Shares, which powers are exercised by the Principals.

(c) Information concerning transactions in the Shares effected by the Reporting Person since the filing of Amendment No. 2 on September 17, 2008 is set forth in Appendix A hereto and is incorporated herein by reference. All of the transactions in Shares listed were effected in open market purchases on the New York Stock Exchange through various brokerage entities.

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SIGNATURES

After reasonable 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.

Dated: October 20, 2008

JANA PARTNERS LLC

By: /s/ Barry Rosenstein

Name: Barry Rosenstein
Title: Managing Partner

By: /s/ Gary Claar

Name: Gary Claar
Title: General Partner

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APPENDIX A

TRANSACTIONS IN THE SHARES EFFECTED BY THE
REPORTING PERSONS SINCE THE FILING OF THE AMENDMENT NO. 2 TO THE ORIGINAL

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(UNLESS OTHERWISE STATED, ALL TRANSACTIONS WERE EFFECTED IN THE OPEN MARKET)

| Date of Transaction | Shares Purchased (Sold) | Price (\$) |
|---------------------|-------------------------|------------|
| 9/17/2008 | 200,000 | 15.49 |
| 9/17/2008 | 143,139 | 15.50 |
| 9/18/2008 | 20,985 | 15.25 |
| 9/18/2008 | 4,395 | 15.02 |
| 9/18/2008 | (20,600) | 14.91 |
| 9/22/2008 | 100,000 | 15.09 |
| 10/03/2008 | 115,232 | 14.36 |
| 10/03/2008 | 21,129 | 14.40 |
| 10/03/2008 | 13,639 | 14.45 |
| 10/07/2008 | 28,200 | 13.25 |
| 10/08/2008 | 25,000 | 12.99 |
| 10/08/2008 | 25,000 | 13.00 |
| 10/08/2008 | 150,000 | 13.03 |
| 10/09/2008 | 125,000 | 12.10 |
| 10/09/2008 | 25,000 | 12.22 |
| 10/09/2008 | 27,200 | 13.00 |
| 10/10/2008 | 59,100 | 11.10 |
| 10/10/2008 | 10,900 | 11.12 |
| 10/10/2008 | 71,800 | 11.52 |
| 10/16/2008 | 45,000 | 10.73 |