

INTERVOICE INC
Form SC 14D9/A
August 11, 2008

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**SCHEDULE 14D-9
(RULE 14d-101)
SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)**

INTERVOICE, INC.
(Name of Subject Company)

Intervoice, Inc.
(Name of Person Filing Statement)

Common Stock, Without Par Value
(Title of Class of Securities)

461142101
(CUSIP Number of Class of Securities)

Intervoice, Inc.
17811 Waterview Parkway
Dallas, Texas 75252
Attention: Chief Executive Officer
Facsimile: (972) 454-8781
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications on Behalf of the Person(s) Filing Statement)

With copies to:
David E. Morrison
James R. Griffin
Fulbright & Jaworski L.L.P.
2200 Ross Ave., Suite 2800
Dallas, Texas 75201-2784
Facsimile: (214) 855-8200

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
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This Amendment No. 3 to the Solicitation/Recommendation Statement on Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 previously filed with the Securities and Exchange Commission (the SEC) on August 1, 2008, as amended by Amendment No. 1 filed with the SEC on August 4, 2008 and Amendment No. 2 filed with the SEC on August 8, 2008 (the Schedule 14D-9, as previously filed with the SEC and as the same is amended or supplemented from time to time, the Schedule 14D-9) by Intervoice, Inc., a Texas corporation (Intervoice), relating to the tender offer made by Dialog Merger Sub, Inc. (Offeror), a Texas corporation and a wholly-owned subsidiary of Convergys Corporation (Convergys), disclosed in a Tender Offer Statement on Schedule TO, dated August 1, 2008, to purchase all of the outstanding shares of common stock, without par value, of Intervoice (the Common Stock) at a purchase price of \$8.25 per share in cash, without interest thereon, less any required withholding taxes (the Offer). The Offer is made upon the terms and subject to the conditions set forth in the Agreement and Plan of Merger, dated as of July 15, 2008, by and among Convergys, Offeror and Intervoice, the Offer to Purchase, dated August 1, 2008, and in the related Letter of Transmittal. Any capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 14D-9.

Item 8. Additional Information.

Item 8 of the Schedule 14D-9 is hereby amended and supplemented by adding the following at the end thereof:

On Monday, August 11, 2008, Intervoice and Convergys issued a joint press release announcing that the Federal Trade Commission granted early termination of the statutory waiting period under the HSR Act applicable to the Offer. The grant of early termination of the waiting period satisfies one of the conditions of the Offer. A copy of the press release is filed as Exhibit (a)(12) hereto and is incorporated herein by reference.

Item 9. Exhibits.

| Exhibit Number | Exhibit Title |
|----------------|--|
| (a)(12) | Press Release issued by Intervoice and Convergys on August 11, 2008. |

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.

INTERVOICE, INC.

By: /s/Dean C. Howell
Dean C. Howell
Senior Vice President, General Counsel and
Secretary

Date: August 11, 2008

EXHIBIT INDEX

| Exhibit Number | Exhibit Title |
|----------------|--|
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