

CONVERGYS CORP  
Form 11-K  
June 29, 2005  
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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 11-K**

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(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2004

OR

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-14379

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**CONVERGYS CORPORATION RETIREMENT AND SAVINGS PLAN**

CONVERGYS CORPORATION

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201 East Fourth Street

Cincinnati, Ohio 45202

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Report of Independent Registered Public Accounting Firm

To the Convergys Corporation Employee Benefits Committee

We have audited the accompanying statements of net assets available for benefits of the Convergys Corporation Retirement and Savings Plan (the Plan) as of December 31, 2004 and 2003, and the related statement of changes in net assets available for benefits for the year ended December 31, 2004. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included the consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2004 and 2003, and the changes in its net assets available for benefits for the year ended December 31, 2004, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2004, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

Cincinnati, Ohio

June 10, 2005

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Convergys Corporation Retirement and Savings Plan

Statements of Assets Available for Benefits

	<b>December 31</b>	
	<b>2004</b>	<b>2003</b>
<b>Assets</b>		
Cash	\$ 2,886,296	\$ 2,383,024
Investments, at fair value	351,259,961	321,177,781
Receivables:		
Participant contributions	322,304	
Employer contributions	130,711	
Total receivables	453,015	
Assets available for benefits	\$ 354,599,272	\$ 323,560,805

*See accompanying notes.*

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Convergys Corporation Retirement and Savings Plan

Statement of Changes in Assets Available for Benefits

**Year ended December 31, 2004**

<b>Additions:</b>	
Participant contributions	\$ 29,570,779
Employer contributions	13,583,981
Rollover contributions	3,218,972
Dividend and other income	7,254,344
Net appreciation in fair value of investments	4,031,717
	<hr/>
<b>Total additions</b>	<b>57,659,793</b>
<b>Deductions:</b>	
Benefits paid to participants	26,505,134
Administrative expenses	116,192
	<hr/>
<b>Total deductions</b>	<b>26,621,326</b>
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<b>Net Increase</b>	<b>31,038,467</b>
Assets available for benefits at beginning of year	323,560,805
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<b>Assets available for benefits at end of year</b>	<b>\$ 354,599,272</b>
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*See accompanying notes.*

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Convergys Corporation Retirement and Savings Plan

Notes to Financial Statements

December 31, 2004

**1. Description of Plan**

The following description of the Convergys Corporation Retirement and Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

**General**

The Plan is a defined contribution plan available to all eligible employees of Convergys Corporation (CVG or the Company), Convergys Information Management Group Inc. (IMG), and Convergys Customer Management Group Inc. (CMG), each individually a Participating Company, who are twenty-one years of age or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**Contributions**

Each year, participants may contribute up to 25% of pretax annual compensation, as defined in the Plan. Participants may also contribute distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan offers various mutual funds and individual stocks as investment options for participants. Participants may also create a self-directed brokerage account and invest their contributions in these accounts. Each Participating Company contributes an amount equal to 100% of the first 3% of eligible compensation contributed plus 50% of the next 2% of eligible compensation contributed by Participants if they have completed at least one year of credited service. The matching Participating Company contributions are invested directly in Convergys Corporation common stock. The Plan allows participants to immediately transfer the investment of Company matching contributions from the Company stock to any other investment option(s) offered under the Plan.

**Participant Accounts**

Each participant's account is credited with the participant's contribution and allocations of (a) the Participating Company contributions, (b) Plan earnings, and (c) administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.



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Convergys Corporation Retirement and Savings Plan

Notes to Financial Statements (continued)

**1. Description of Plan (continued)**

**Vesting**

Participants are vested immediately in their contributions plus actual earnings thereon. Participants are vested immediately in the participating Company contribution portion of their accounts plus actual earnings thereon.

**Participant Loans**

Participants may borrow from their accounts up to a maximum of \$50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at the prime lending rate plus 1% at the time the loan is initiated. Loans generally must be repaid within five years.

**Payment of Benefits**

Distribution of a participant's vested account balance is made in one lump sum payment to the participant, or to their beneficiary, upon termination of employment, permanent disability or death. Participant accounts that are vested and in excess of \$5,000 will not be distributed to the participant before they attain age 70 1/2 without the written consent of the participant. Participants may apply for hardship withdrawals, subject to approval by the Plan Administrator. Contributions and earnings are taxable to the participants, subject to certain exceptions, upon withdrawal from the Plan.

**2. Summary of Accounting Policies**

**Basis of Accounting**

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting.

**Use of Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**Investment Valuation and Income Recognition**

The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds and common stock are valued at the net asset value of

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Convergys Corporation Retirement and Savings Plan

Notes to Financial Statements (continued)

**2. Summary of Accounting Policies (continued)**

shares held by the Plan at year-end. The participant loans are valued at their outstanding principal balances, which approximate fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

**3. Investments**

During 2004, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in fair value as determined by quoted market prices as follows:

	Net Realized and Unrealized Appreciation in Fair Value of Investments
Mutual funds	\$ 15,383,134
Common stock	(11,351,417)
	<b>\$ 4,031,717</b>

The following presents investments that represent 5% or more of the Plan's net assets at December 31 as follows:

	2004	2003
<b>Common Stock:</b>		
Convergys Corporation	\$ 62,269,794	\$ 70,248,598
<b>Mutual Funds:</b>		
Fidelity Equity Income Fund	25,936,502	22,721,141

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Fidelity Diversified International Fund	<b>24,064,433</b>	17,005,638
Fidelity Dividend Growth Fund	<b>62,369,168</b>	63,018,817
Fidelity Puritan Fund	<b>21,190,030</b>	18,928,363
Spartan U.S. Equity Index Fund	<b>22,232,976</b>	19,150,692
Fidelity Mid Cap Stock Fund	<b>18,282,401</b>	16,057,607
Fidelity Managed Income Portfolio	<b>28,946,405</b>	29,287,315

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Convergys Corporation Retirement and Savings Plan

Notes to Financial Statements (continued)

**3. Investments (continued)**

Investments of the Fidelity Managed Income Portfolio consist in part of guaranteed investment contracts that are reported at estimated fair value, which approximates contract value (contributions made plus interest accrued at the current rate, less withdrawals and fees). These investment contracts provide for benefit responsible withdrawals by the Plan participants at contract value. The average interest rate on the contracts was 3.95% for 2004 and 4.69% for 2003. The average yield on the contracts was 4.14% for 2004 and 4.62% for 2003.

**4. Related Party Transactions**

Certain Plan investments are shares of mutual funds managed by Fidelity Investments, a sister company to Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Certain professional and accounting fees incurred in connection with the operation of the Plan are paid directly by CVG.

**5. Income Tax Status**

The Plan has received a determination letter from the Internal Revenue Service dated July 24, 2003, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

**6. Plan Termination**

Although CVG has not expressed any intent to do so, CVG reserves the right under the Plan to discontinue its contributions at any time and terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their Company contributions.

**7. Subsequent Events**

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On March 31, 2005, the DigitalThink, Inc. 401(k) Plan was merged into the Plan.

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## Convergys Corporation Retirement and Savings Plan

Schedule H, line 4i Schedule of Assets (Held at End of Year)

EIN: 31-1598292 Plan: 002

December 31, 2004

Identity of Issue, Borrower, Lessor, Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Par or Maturity Value	Market Value
<b>Common Stock</b>		
* Convergys Corporation Shares Fund	4,154,089 shares	\$ 62,269,794
Cincinnati Bell Shares Fund	1,553,659 shares	6,447,685
		<u>68,717,479</u>
<b>Mutual Funds</b>		
* Fidelity Cash Reserve Fund	5,773 shares	5,773
* Fidelity Diversified International Fund	840,239 shares	24,064,433
* Fidelity Dividend Growth Fund	2,189,160 shares	62,369,168
* Fidelity Equity Income Fund	491,408 shares	25,936,502
* Fidelity Freedom 2000 Fund	56,264 shares	679,670
* Fidelity Freedom 2005 Fund	7,617 shares	82,263
* Fidelity Freedom 2010 Fund	248,856 shares	3,389,420
* Fidelity Freedom 2015 Fund	41,009 shares	453,147
* Fidelity Freedom 2020 Fund	349,465 shares	4,878,533
* Fidelity Freedom 2025 Fund	55,658 shares	627,819
* Fidelity Freedom 2030 Fund	242,873 shares	3,419,653
* Fidelity Freedom 2035 Fund	49,921 shares	571,094
* Fidelity Freedom 2040 Fund	79,415 shares	656,763
* Fidelity Freedom Income Fund	88,931 shares	1,002,256
* Fidelity Growth Company Fund	185,739 shares	10,414,365
* Fidelity High Income Fund	324,956 shares	2,953,854
* Fidelity Managed Income Portfolio	28,946,405 shares	28,946,405
* Fidelity Mid-Cap Stock Fund	779,633 shares	18,282,401
* Fidelity Puritan Fund	1,118,207 shares	21,190,030
MS Small Company Growth Portfolio B Fund	553,671 shares	6,655,129
Royce Total Return Fund	228,208 shares	2,797,825
Hotchkis & Wiley Mid Cap Value I Fund	249,419 shares	6,806,653

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Convergys Corporation Retirement and Savings Plan

Schedule H, line 4i Schedule of Assets (Held at End of Year)

EIN: 31-1598292 Plan: 002

December 31, 2004

<b>Identity of Issue, Borrower, Lessor, Similar Party</b>	<b>Description of Investment, Including Maturity Date, Rate of Interest, Par or Maturity Value</b>	<b>Market Value</b>
Participant Self-Directed Brokerage Accounts		12,031,910
PIMCO Total Return Fund	1,445,043 shares	15,418,609
Spartan U.S. Equity Index Fund	518,735 shares	22,232,976
		<u>275,866,651</u>
<b>Loans</b>		
Loans to participants	Interest rates ranging from 5.00% to 10.50%	9,562,127
		<u>\$ 354,146,257</u>

\* Indicates parties-in-interest to the Plan.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the members of the Convergys Corporation Employee Benefits Committee have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

CONVERGYS CORPORATION RETIREMENT AND SAVINGS PLAN

By: /s/ Laura A. Ryan

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Laura A. Ryan

June 27, 2005