

CONVERGYS CORP  
Form 8-K  
April 22, 2015

**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 22, 2015**

**CONVERGYS CORPORATION**  
**(Exact name of registrant as specified in its charter)**

**Ohio**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-14379**  
**(Commission**  
  
**File Number)**

**31-1598292**  
**(IRS Employer**  
  
**Identification No.)**

**201 East Fourth Street**

**Cincinnati, Ohio**  
**(Address of principal executive offices)**

**45202**  
**(Zip Code)**

**Registrant's telephone number, including area code: (513) 723-7000**

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 22, 2015, the Compensation and Benefits Committee of the Board of Directors of Convergys Corporation (the Company) approved payment of a special performance cash bonus to Claudia L. Cline, the Company's Executive Vice President and General Counsel, in the amount of \$285,000, payable in connection with her previously-announced retirement from the Company effective June 30, 2015.

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

The Company's 2015 Annual Meeting of Shareholders held on April 22, 2015. 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> | <b>Broker Non-Votes</b> |
|-----------------------|------------|-----------------|-------------------------|
| Andrea J. Ayers       | 82,132,779 | 1,361,213       | 8,085,369               |
| John F. Barrett       | 81,968,929 | 1,525,063       | 8,085,369               |
| Cheryl K. Beebe       | 82,499,100 | 994,892         | 8,085,369               |
| Richard R. Devenuti   | 82,249,003 | 1,244,989       | 8,085,369               |
| Jeffrey H. Fox        | 82,113,161 | 1,380,831       | 8,085,369               |
| Joseph E. Gibbs       | 82,376,573 | 1,117,419       | 8,085,369               |
| Joan E. Herman        | 82,606,606 | 887,386         | 8,085,369               |
| Thomas L. Monahan III | 81,887,385 | 1,606,607       | 8,085,369               |
| Ronald L. Nelson      | 81,687,557 | 1,806,435       | 8,085,369               |
| Richard F. Wallman    | 80,108,337 | 3,385,655       | 8,085,369               |

**Proposal 2**

The shareholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2015. The voting results were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 90,185,407 | 657,275        | 736,679        | 0                       |

**Proposal 3**

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> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 79,402,442 | 2,966,083      | 1,125,467      | 8,085,369               |

**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/ Jarrod B. Pontius  
Jarrod B. Pontius  
Deputy General Counsel and Corporate  
Secretary

Date: April 22, 2015