

Ayers Andrea J.
Form 4
October 10, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ayers Andrea J.

2. Issuer Name and Ticker or Trading Symbol
CONVERGYS CORP [CVG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Last) (First) (Middle)
CONVERGYS CORPORATION, 201 EAST FOURTH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/05/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CINCINNATI, OH 45202

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares	10/05/2018		D	8,036.703	D (1) 0	I	By 401(k) Plan
Common Shares	10/05/2018		D	636.256	D (2) 395,611	D	
Common Shares	10/05/2018		D	175,454	D (3) 220,157	D	
Common Shares	10/05/2018		D	220,157	D (4) 0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ayers Andrea J. CONVERGYS CORPORATION 201 EAST FOURTH STREET CINCINNATI, OH 45202	X		President & CEO	

Signatures

/s/ Andrew A. Farwig, attorney-in-fact for Andrea J. Ayers 10/10/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- At the Effective Time (as defined in the Agreement and Plan of Merger, dated June 28, 2018 (as amended, the "Merger Agreement"), by and among the Company, SYNEX Corporation, Delta Merger Sub I, Inc. and Concentrix CVG Corporation), these shares were
- (1) cancelled pursuant to the Merger Agreement in exchange for the right to receive \$106,486.31 in cash and 1,015.04 shares of SYNEX Corporation common stock having a market value of \$89.14 per share, based on the closing price of SYNEX common stock on October 5, 2018.
 - (2) At the Effective Time, these phantom shares held under the Company's Executive Deferred Compensation Plan were converted into \$15,531.01 in cash based on the closing price of Convergys common stock on October 4, 2018.
 - (3) At the Effective Time, these time-based restricted stock units were converted into the right to receive \$4,344,241.04 in cash, which amount will vest and be paid in accordance with the Merger Agreement and the applicable award agreements.

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- At the Effective Time, these shares were cancelled pursuant to the Merger Agreement in exchange for the right to receive \$2,917,080.25
- (4) in cash and 27,805.83 shares of SYNEX Corporation common stock having a market value of \$89.14 per share, based on the closing price of SYNEX common stock on October 5, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.