

CONVERGYS CORP  
Form DEFM14A  
August 28, 2018  
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Convergys Corporation**  
**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**MERGER PROPOSAL—YOUR VOTE IS VERY IMPORTANT**

August 28, 2018

Dear SYNnex Corporation Stockholders and Convergys Corporation Shareholders:

On behalf of the boards of directors of SYNnex Corporation ( SYNnex ) and Convergys Corporation ( Convergys ), we are pleased to enclose the joint proxy statement/prospectus relating to the initial merger of Delta Merger Sub I, Inc. ( Merger Sub I ), a wholly owned subsidiary of SYNnex, with and into Convergys, with Convergys surviving the initial merger, and the subsequent merger of Convergys with and into Concentrix CVG Corporation ( Merger Sub II ), with Merger Sub II surviving the subsequent merger, pursuant to the terms of a merger agreement entered into among SYNnex, Convergys, Merger Sub I and Merger Sub II on June 28, 2018, as amended on August 22, 2018.

**If the mergers are completed, Convergys shareholders will receive (i) \$13.25 in cash and (ii) 0.1193 shares of SYNnex common stock, subject to adjustment as provided in the merger agreement in the event that the trading price of SYNnex common stock prior to the closing of the mergers increases or decreases by more than 10% from a base price of \$111.0766, for each Convergys common share, as described in more detail in the accompanying joint proxy statement/prospectus under the heading The Merger Agreement—Merger Consideration.** The fraction of a share of SYNnex common stock into which each Convergys common share will be converted is referred to as the exchange ratio. Based on the closing price of a share of SYNnex common stock on August 23, 2018, the most recent trading day prior to the date of the accompanying joint proxy statement/prospectus for which this information was available, and assuming that such price was the stock price required by the exchange ratio calculations, the applicable exchange ratio would be 0.1237, and the merger consideration would represent approximately \$25.18 in value per Convergys common share. The value of the consideration to be received by Convergys shareholders will fluctuate with changes in the price of the SYNnex common stock. We urge you to obtain current market quotations for SYNnex common stock and Convergys common shares. SYNnex common stock and Convergys common shares are traded on the New York Stock Exchange under the symbols SNX and CVG, respectively. In connection with the mergers, SYNnex stockholders are cordially invited to attend a special meeting of stockholders of SYNnex to be held on October 3, 2018 at its offices at 44201 Nobel Drive, Fremont, California 94538 at 10:00 a.m. (Pacific Time), and Convergys shareholders are cordially invited to attend a special meeting of shareholders of Convergys to be held on October 3, 2018 at the Atrium One Building, 201 East Fourth Street, Suite 350, Cincinnati, Ohio 45202, at 1:00 p.m. (local time).

**Your vote is very important, regardless of the number of shares you own. We cannot complete the mergers and the merger consideration will not be paid unless (i) SYNnex stockholders approve the issuance of shares of SYNnex common stock in connection with the initial merger and (ii) Convergys shareholders adopt the merger agreement. Approval of the issuance of SYNnex common stock in connection with the initial merger requires the affirmative vote of a majority of the votes cast at the SYNnex special meeting and adoption of the merger agreement requires the affirmative vote of holders of at least two thirds of the outstanding Convergys common shares entitled to vote thereon. Every vote counts.**

At the special meeting of stockholders of SYNnex, SYNnex stockholders will be asked to vote on (i) a proposal to approve the issuance of shares of SYNnex common stock in connection with the initial merger and (ii) a proposal to adjourn the SYNnex special meeting if necessary to solicit additional proxies if there are not sufficient votes at the

time of the special meeting, or any adjournment or postponement thereof, to approve the issuance of shares of SYNEX common stock in connection with the initial merger.

**SYNEX board of directors unanimously determined that the merger agreement, the mergers and the other transactions contemplated by the merger agreement, including the issuance of shares of SYNEX common stock in connection with the initial merger, are advisable and fair to and in the best interests of SYNEX stockholders and unanimously recommends that SYNEX stockholders vote (i) FOR the approval of the issuance of shares of SYNEX common stock in connection with the initial merger and (ii) FOR the adjournment of the SYNEX special meeting if necessary to solicit additional proxies if there are not sufficient votes at the time of the special meeting, or any adjournment or postponement thereof, to approve the issuance of shares of SYNEX common stock in connection with the initial merger.**

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At the special meeting of shareholders of Convergys, Convergys shareholders will be asked to vote on (i) a proposal to adopt the merger agreement, (ii) a proposal to adjourn from time to time the Convergys special meeting if necessary to solicit additional proxies if there are not sufficient votes at the time of the special meeting, or any adjournment or postponement thereof, to adopt the merger agreement, and (iii) a proposal to approve, on an advisory (non-binding) basis, compensation that will or may be paid or provided by Convergys to its named executive officers in connection with the mergers.

**Convergys board of directors unanimously determined that the merger agreement, the mergers and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of Convergys shareholders and unanimously recommends that Convergys shareholders vote (i) FOR the adoption of the merger agreement, (ii) FOR the adjournment from time to time of the Convergys special meeting if necessary to solicit additional proxies if there are not sufficient votes at the time of the special meeting, or any adjournment or postponement thereof, to adopt the merger agreement, and (iii) FOR the non-binding advisory proposal to approve compensation that will or may be paid or provided by Convergys to its named executive officers in connection with the mergers.**

We estimate that SYNEX may issue up to approximately 11,277,434 shares of its common stock to Convergys shareholders in the initial merger and up to approximately 801,000 shares of its common stock which may be issued upon conversion of Convergys outstanding convertible debentures. Based on the number of SYNEX common stock outstanding as of August 23, 2018, and the number of Convergys common shares outstanding as of August 23, 2018, the most recent practicable date for which such information was available, immediately following the completion of the mergers, SYNEX stockholders immediately prior to the mergers are expected to own approximately 78% of SYNEX outstanding common stock and former Convergys shareholders are expected to own approximately 22% of SYNEX outstanding common stock excluding the potential issuance of shares upon conversion of Convergys outstanding convertible debentures.

The accompanying joint proxy statement/prospectus provides important information regarding the SYNEX special meeting and the Convergys special meeting and a detailed description of the merger agreement, the mergers, SYNEX' stock issuance, the adjournment proposals and non-binding advisory proposal to approve compensation that will or may be paid or provided by Convergys to its named executive officers in connection with the mergers. We urge you to read the accompanying joint proxy statement/prospectus (and any documents incorporated by reference into the accompanying joint proxy statement/prospectus) carefully. **Please pay particular attention to the section Risk Factors beginning on page 53 of the accompanying joint proxy statement/prospectus.** You can also obtain information about SYNEX and Convergys from documents that SYNEX and Convergys previously have filed with the Securities and Exchange Commission.

Whether or not you expect to attend your company's special meeting, the details of which are described in the accompanying joint proxy statement/prospectus, please immediately submit your proxy by telephone, by the Internet or by completing, signing, dating and returning your signed proxy card(s) in the enclosed prepaid return envelope so that your shares may be represented at the applicable special meeting.

If SYNEX stockholders have any questions or require assistance in voting their shares, they should call SYNEX, Investor Relations at (510) 668-8436. If Convergys shareholders have any questions or require assistance in voting their shares, they should call Innisfree M&A Incorporated, Convergys proxy solicitor for its special meeting, with respect to banks and brokers, collect at (212) 750-5833 and, with respect to shareholders and all others, toll-free at (888) 750-5834.

We hope to see you at the applicable special meeting and look forward to the successful completion of the mergers.

Sincerely,

Sincerely,

/S/ SIMON Y. LEUNG

/S/ ANDREW FARWIG

Simon Y. Leung  
Senior Vice President, General Counsel  
and Corporate Secretary of  
SYNNEX Corporation

Andrew Farwig  
Vice President and Corporate Secretary of  
Convergys Corporation

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under the accompanying joint proxy statement/prospectus or determined that the accompanying joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

The accompanying joint proxy statement/prospectus is dated August 28, 2018 and is first being mailed to stockholders and shareholders on or about September 4, 2018.

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**ADDITIONAL INFORMATION**

The accompanying document is the proxy statement of Convergys Corporation for its special meeting of shareholders, the proxy statement of SYNEX Corporation for its special meeting of stockholders and the prospectus of SYNEX Corporation for its shares of common stock to be issued in connection with the initial merger. The accompanying joint proxy statement/prospectus incorporates by reference important business and financial information about SYNEX Corporation and Convergys Corporation from documents that are not included in or delivered with the accompanying joint proxy statement/prospectus. You can obtain these documents incorporated by reference into the accompanying joint proxy statement/prospectus (other than certain exhibits or schedules to these documents), without charge, by requesting them in writing or by telephone from SYNEX Corporation or Convergys Corporation, as applicable, at the following addresses and telephone numbers, or through the Securities and Exchange Commission website at [www.sec.gov](http://www.sec.gov):

SYNEX Corporation	Convergys Corporation
44201 Nobel Drive,	201 East Fourth Street
Fremont, CA 94538	Cincinnati, Ohio 45202
Attention: Investor Relations	Attention: Investor Relations Department
Telephone: (510) 668-8436	Telephone: (513) 723-6320

In addition, if you have questions about the mergers or the accompanying joint proxy statement/prospectus, would like additional copies of the accompanying joint proxy statement/prospectus or need to obtain proxy cards or other information related to the proxy solicitation, please contact SYNEX, Investor Relations at (510) 668-8436, or Innisfree M&A Incorporated, the proxy solicitor for Convergys Corporation, with respect to banks and brokers, collect at (212) 750-5833 and, with respect to shareholders and all others, toll-free at (888) 750-5834. You will not be charged for any of these documents that you request.

If you would like to request documents, please do so by September 26, 2018, in order to receive them before the SYNEX special meeting or the Convergys special meeting.

See **Where You Can Find More Information** for further information.

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**SYNNEX Corporation**  
**44201 Nobel Drive**  
**Fremont, California 94538**  
**(510) 656-3333**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS  
OF SYNNEX CORPORATION  
TO BE HELD ON OCTOBER 3, 2018  
10:00 a.m. (Pacific Time)**

To the Stockholders of SYNNEX Corporation:

**NOTICE IS HEREBY GIVEN that a special meeting of stockholders of SYNNEX Corporation, a Delaware corporation ( SYNNEX ), will be held at its offices at 44201 Nobel Drive, Fremont, California 94538 on October 3, 2018, at 10:00 a.m. (Pacific Time), for the following purposes:**

1. to consider and vote on a proposal to approve the issuance of shares of SYNNEX common stock, par value \$0.001 per share, in connection with the first of the two mergers contemplated by the Agreement and Plan of Merger, dated as of June 28, 2018, as amended by Amendment No. 1 to the Agreement and Plan of Merger, dated as of August 22, 2018, and as it may be amended from time to time (which is referred to in this notice as the merger agreement), among SYNNEX, Delta Merger Sub I, Inc., a Delaware corporation and wholly owned subsidiary of SYNNEX, Concentrix CVG Corporation, a Delaware corporation and wholly owned subsidiary of SYNNEX, and Convergys Corporation, an Ohio corporation (a copy of the merger agreement is attached as Annex A to the accompanying joint proxy statement/prospectus); and
2. to consider and vote on a proposal to approve the adjournment of the SYNNEX special meeting if necessary to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of SYNNEX common stock in connection with the initial merger at the time of the SYNNEX special meeting, or any adjournment or postponement thereof.

SYNNEX board of directors has fixed the close of business on August 31, 2018, as the record date for the determination of the stockholders entitled to vote at the SYNNEX special meeting, or any adjournment or postponement thereof. Only stockholders of record at the record date are entitled to notice of, and to vote at, the SYNNEX special meeting, or any adjournment or postponement thereof.

A quorum, which is a majority of the outstanding shares as of the record date, must be present to hold the special meeting. A quorum is calculated based on the number of shares represented by the stockholders attending in person and by their proxy holders. If you indicate an abstention as your voting preference, your shares will be counted toward a quorum but they will not be voted on the matter.

Abstentions on any matters are treated as shares present or represented and entitled to vote on that matter and have the same effect as a vote against such matter.

Brokers who hold shares of SYNNEX common stock for a beneficial owner have the discretion to vote on routine proposals when they have not received voting instructions from the beneficial owner. If a broker indicates on the enclosed proxy card or its substitute that such broker does not have discretionary authority to vote on a particular matter (broker non-votes), those shares will be considered as present for purposes of determining the presence of a quorum but will not be treated as shares entitled to vote on that matter. Note that, if you are a beneficial owner and do not provide specific voting instructions to your broker, the broker that holds your shares will not be authorized to vote



on the proposals. Accordingly, we encourage you to provide voting instructions to your broker, whether or not you plan to attend the SYNEX special meeting.

Approval of the issuance of shares of SYNEX common stock in connection with the initial merger, including any shares that may be issued in connection with the potential conversion of the convertible debentures

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following the closing requires the affirmative vote of a majority of the votes cast at the SYNEX special meeting (assuming a quorum, as defined under Delaware law, is present). Approval of the adjournment proposal requires the affirmative vote of a majority of the shares present at the SYNEX special meeting in person or by proxy and entitled to vote (whether or not a quorum, as defined under Delaware law, is present).

**SYNEX board of directors unanimously determined that the merger agreement, the mergers and the other transactions contemplated by the merger agreement, including the issuance of shares of SYNEX common stock in connection with the initial merger, are advisable and fair to and in the best interests of SYNEX stockholders and unanimously recommends that SYNEX stockholders vote FOR the approval of the issuance of SYNEX common stock in connection with the initial merger, and FOR the adjournment of the SYNEX special meeting if necessary to solicit additional proxies if there are not sufficient votes at the time of the SYNEX special meeting, or any adjournment or postponement thereof, to approve the issuance of shares of SYNEX common stock in connection with the initial merger.**

By Order of the Board of Directors,

Simon Y. Leung  
Senior Vice President, General Counsel  
and Corporate Secretary

Fremont, California

August 28, 2018

**Important**

Please promptly vote and submit your proxy by signing, dating and returning the enclosed proxy card in the postage-prepaid return envelope, or vote by telephone or via the Internet, so that your shares can be voted. This will not limit your rights to attend or vote at the SYNEX special meeting.

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**YOUR VOTE IS IMPORTANT!**

**WHETHER OR NOT YOU EXPECT TO ATTEND THE SYNEX SPECIAL MEETING IN PERSON, WE URGE YOU TO SUBMIT YOUR PROXY AS PROMPTLY AS POSSIBLE (1) VIA THE INTERNET, (2) BY TELEPHONE OR (3) BY COMPLETING, SIGNING AND DATING THE ENCLOSED SYNEX PROXY CARD AND RETURNING IT IN THE POSTAGE-PAID ENVELOPE PROVIDED. IF YOU ATTEND THE SYNEX SPECIAL MEETING IN PERSON AND WISH TO VOTE YOUR SHARES AT THE SYNEX SPECIAL MEETING, YOU MAY DO SO AT ANY TIME PRIOR TO THE CLOSING OF THE POLLS AT THE SYNEX SPECIAL MEETING.** You may revoke your proxy or change your vote for shares you hold directly in your name by (i) sending a signed notice stating that you revoke your proxy to Alliance Advisors at 200 Broadacres Drive, 3rd Fl., Bloomfield, NJ 07003, that bears a date later than the date of the proxy you want to revoke and is received before 11:59 p.m. (Eastern Time) on October 2, 2018, (ii) submitting revised votes over the Internet or by telephone before 11:59 p.m. (Eastern Time) on October 2, 2018, or by mail that is received prior to the SYNEX special meeting, or (iii) attending the SYNEX special meeting and voting your shares in person or revoking your proxy in person. If your shares are held in the name of a bank, broker or other nominee holder of record, please follow the instructions on the voting instruction form furnished to you by such record holder.

We urge you to read the accompanying joint proxy statement/prospectus, including all documents incorporated by reference into the accompanying joint proxy statement/prospectus, and its annexes carefully and in their entirety. If you have any questions concerning the merger agreement, the mergers, SYNEX stock issuance, the adjournment vote, the SYNEX special meeting or the accompanying joint proxy statement/prospectus, would like additional copies of the accompanying joint proxy statement/prospectus or need help voting your SYNEX common stock, please contact:

SYNEX Corporation  
44201 Nobel Drive  
Fremont, California 94538  
Attention: Investor Relations  
Telephone: (510) 668-8436  
Email: MaryLai@SYNEX.com

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**201 East Fourth Street  
Cincinnati, Ohio 45202  
(513) 723-7000**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS OF  
CONVERGYS CORPORATION  
TO BE HELD ON OCTOBER 3, 2018**

To the Shareholders of Convergys Corporation:

A special meeting of shareholders of Convergys Corporation, an Ohio corporation, will be held on October 3, 2018 at the Atrium One Building, 201 East Fourth Street, Suite 350, Cincinnati, Ohio 45202, at 1:00 p.m. (local time) for the following purposes:

1. to consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated as of June 28, 2018, as amended by Amendment No. 1 to the Agreement and Plan of Merger, dated as of August 22, 2018, and as it may be amended from time to time (which is referred to in this notice as the merger agreement), by and among Convergys Corporation, an Ohio corporation, SYNEX Corporation, a Delaware corporation, Delta Merger Sub I, Inc., a Delaware corporation and wholly owned subsidiary of SYNEX and Concentrix CVG Corporation, a Delaware corporation and a wholly owned subsidiary of SYNEX, pursuant to which Delta Merger Sub I, Inc. will be merged with and into Convergys, and Convergys will continue as the surviving corporation and a wholly owned subsidiary of SYNEX, and, immediately thereafter, Convergys will be merged with and into Concentrix CVG Corporation, and Concentrix CVG Corporation will continue as the surviving company and a wholly owned subsidiary of SYNEX (a copy of the merger agreement is attached as Annex A to the accompanying joint proxy statement/prospectus);
  2. to consider and vote on a proposal to approve the adjournment from time to time of the Convergys special meeting if necessary to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the Convergys special meeting or any adjournment or postponement thereof; and
  3. to consider and vote on a proposal to approve, on an advisory (non-binding) basis, compensation that will or may be paid or provided by Convergys to its named executive officers in connection with the mergers.
- Convergys board of directors has fixed the close of business on August 31, 2018, as the record date for determination of the shareholders entitled to vote at the Convergys special meeting or any adjournment or postponement thereof. Only shareholders of record at the record date are entitled to notice of, and to vote at, the Convergys special meeting or any adjournment or postponement of the Convergys special meeting.

If you hold Convergys common shares in your name at the record date and plan to attend the Convergys special meeting, please be prepared to provide valid government-issued photo identification (e.g., a driver's license or a passport) to gain admission to the Convergys special meeting.

If you are a beneficial owner of Convergys common shares held in street name, meaning that your Convergys common shares are held by a broker, bank or other nominee holder of record at the record date and you plan to attend the Convergys special meeting, in addition to proper identification, you will also need to provide proof of beneficial ownership at the record date to be admitted to the Convergys special meeting. A brokerage statement or letter from a bank or broker are examples of proof of beneficial ownership. If you wish to vote your Convergys common shares held in street name in person at the Convergys special meeting, you will have to obtain a written legal proxy in your name from the broker, bank or other nominee holder of record who holds your shares.

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Adoption of the merger agreement requires the affirmative vote of holders of at least two-thirds of the outstanding Convergys common shares entitled to vote thereon. Approval of the proposal to adjourn the Convergys special meeting requires the affirmative vote of the holders of at least a majority of the Convergys common shares present or represented by proxy at the Convergys special meeting. Approval of the non-binding advisory proposal to approve compensation that will or may be paid or provided by Convergys to its named executive officers in connection with the mergers requires the affirmative vote of the holders of at least a majority of the Convergys common shares present or represented by proxy at the Convergys special meeting. Convergys board of directors unanimously determined that the merger agreement, the mergers and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of Convergys and its shareholders, and unanimously recommends that the Convergys shareholders vote **FOR** the adoption of the merger agreement, **FOR** the adjournment from time to time of the Convergys special meeting if necessary to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the Convergys special meeting or any adjournment or postponement thereof and **FOR** the non-binding advisory proposal to approve compensation that will or may be paid or provided by Convergys to its named executive officers in connection with the mergers.

Under Ohio law, Convergys shareholders who do not vote in favor of the adoption of the merger agreement will have the right to seek appraisal of the fair cash value of their Convergys common shares as determined by the court of common pleas of the Ohio county in which the principal office of Convergys is located if the mergers are completed, but only if they submit a written demand for such an appraisal prior to the vote on the merger proposal and comply with the other Ohio law procedures explained in the accompanying joint proxy statement/prospectus. Convergys shareholders who do not vote in favor of the merger proposal and who submit a written demand for such an appraisal prior to the vote on merger proposal and comply with the other Ohio law procedures will not receive the merger consideration.

By Order of the Board of Directors,

Andrew Farwig  
Vice President and Corporate Secretary  
Cincinnati, Ohio

August 28, 2018

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**YOUR VOTE IS IMPORTANT!**

WHETHER OR NOT YOU EXPECT TO ATTEND THE CONVERGYS SPECIAL MEETING IN PERSON, WE URGE YOU TO SUBMIT YOUR PROXY AS PROMPTLY AS POSSIBLE (1) VIA THE INTERNET, (2) BY TELEPHONE OR (3) BY COMPLETING, SIGNING AND DATING THE ENCLOSED CONVERGYS PROXY CARD AND RETURNING IT IN THE POSTAGE-PAID ENVELOPE PROVIDED. IF YOU ATTEND THE CONVERGYS SPECIAL MEETING IN PERSON AND WISH TO VOTE YOUR SHARES AT THE CONVERGYS SPECIAL MEETING, YOU MAY DO SO AT ANY TIME PRIOR TO THE CLOSING OF THE POLLS AT THE CONVERGYS SPECIAL MEETING. You may revoke your proxy or change your vote at any time before the Convergys special meeting. If your shares are held in the name of a bank, broker or other nominee holder of record, please follow the instructions on the voting instruction form furnished to you by such record holder.

We urge you to read the accompanying joint proxy statement/prospectus, including all documents incorporated by reference into the accompanying joint proxy statement/prospectus, and its annexes carefully and in their entirety. If you have any questions concerning the merger agreement, the mergers, the vote on the merger agreement, the adjournment vote, the non-binding advisory proposal to approve compensation that will or may be paid or provided by Convergys to its named executive officers in connection with the mergers, the Convergys special meeting or the accompanying joint proxy statement/prospectus, would like additional copies of the accompanying joint proxy statement/prospectus or need help voting your Convergys common shares, please contact:

Innisfree M&A Incorporated  
501 Madison Avenue, 20th Floor  
New York, New York 10022  
Banks and Brokers May Call Collect: (212) 750-5833  
Shareholders and All Others May Call Toll-Free: (888) 750-5834

or

Convergys Corporation  
201 East Fourth Street  
Cincinnati, Ohio 45202  
Attention: Investor Relations Department  
Telephone: (513) 723-6320

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ANNEXES

Annex A —	Agreement and Plan of Merger, dated as of June 28, 2018, and Amendment No. 1 to Agreement and Plan of Merger, dated as of August 22, 2018, among SYNNEX Corporation, Delta Merger Sub I, Inc., Concentrix CVG Corporation and Convergys Corporation
Annex B —	Opinion of Centerview Partners LLC
Annex C —	Opinion of Merrill Lynch, Pierce, Fenner & Smith Incorporated
Annex D —	Voting Agreement, dated as of June 28, 2018, among SYNNEX Corporation and certain officers and directors of Convergys Corporation
Annex E —	Sections 1701.84 and 1701.85 of the Ohio General Corporation law

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**QUESTIONS AND ANSWERS ABOUT THE MERGERS AND THE SPECIAL MEETINGS**

*The following are some questions that you, as a stockholder of SYNnex Corporation, which is referred to in this joint proxy statement/prospectus as SYNnex, or a shareholder of Convergys Corporation, which is referred to in this joint proxy statement/prospectus as Convergys, may have regarding the mergers, the stock issuance, the adjournment proposals, the non-binding advisory proposal to approve compensation that will or may be paid or provided by Convergys to its named executive officers in connection with the mergers and the special meetings as well as brief answers to those questions. You are urged to carefully read this joint proxy statement/prospectus, including all documents incorporated by reference into this joint proxy statement/prospectus, and its annexes, in their entirety because this section may not provide all of the information that is important to you with respect to the mergers, the stock issuance, the adjournment proposals, the non-binding advisory proposal to approve compensation that will or may be paid or provided by Convergys to its named executive officers in connection with the mergers and the special meetings. Additional important information is contained in the annexes to, and the documents incorporated by reference into, this joint proxy statement/prospectus. See *Where You Can Find More Information*.*

***Q: Why am I receiving this document and why am I being asked to vote on the merger agreement?***

SYNnex and Convergys have agreed to a transaction involving two mergers, pursuant to which Convergys will become a wholly owned subsidiary of SYNnex and will no longer be a publicly held corporation. In order to complete the mergers, SYNnex stockholders must vote to approve the issuance of shares of SYNnex common stock in connection with the initial merger, which issuance is referred to in this joint proxy statement/prospectus as the stock issuance, and Convergys shareholders must vote to adopt the Agreement and Plan of Merger, dated as of June 28, 2018, and amended on August 22, 2018 among SYNnex, Convergys, Delta Merger Sub I, Inc., a Delaware corporation and wholly owned subsidiary of SYNnex that is referred to in this joint proxy statement/prospectus as Merger Sub I, and Concentrix CVG Corporation, a Delaware corporation and wholly owned subsidiary of SYNnex that is referred to in this joint proxy statement/prospectus as Merger Sub II. Merger Sub I and Merger Sub II are collectively referred to in this joint proxy statement/prospectus as the Merger Subs and the foregoing Agreement and Plan of Merger, as amended by Amendment No.1 to Agreement and Plan of Merger, dated as of August 22, 2018, and as it may be amended, supplemented or modified from time to time, is referred to in this joint proxy statement/prospectus as the merger agreement.

Convergys is holding a special meeting of shareholders, which is referred to in this joint proxy statement/prospectus as the Convergys special meeting, in order to obtain the shareholder approval necessary to adopt the merger agreement. **Adoption of the merger agreement requires the affirmative vote of holders of at least two-thirds of the outstanding Convergys common shares entitled to vote thereon.** Convergys shareholders will also be asked to approve the adjournment from time to time of the Convergys special meeting if necessary to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the Convergys special meeting or any adjournment or postponement thereof, and to approve, on an advisory (non-binding) basis, compensation that will or may be paid or provided by Convergys to its named executive officers in connection with the mergers. **It is important that Convergys shareholders vote their shares on each of these matters, regardless of the number of shares owned.**

SYNnex is holding a special meeting of stockholders, which is referred to in this joint proxy statement/prospectus as the SYNnex special meeting, in order to obtain the stockholder approval necessary to approve the stock issuance. **The stock issuance requires the affirmative vote of a majority of the votes cast at the SYNnex special meeting.** SYNnex stockholders will also be asked to approve the adjournment of the SYNnex special meeting if necessary to solicit additional proxies if there are not sufficient votes to approve the stock issuance at the time of the SYNnex special meeting, or any adjournment or postponement thereof. **It is important that SYNnex stockholders vote their shares on each of these matters, regardless of the number of shares owned.**

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This document is being delivered to you as both a joint proxy statement of Convergys and SYNEX and a prospectus of SYNEX in connection with the mergers. It is the proxy statement by which Convergys board of directors is soliciting proxies from Convergys shareholders to vote at the Convergys special meeting, or at any adjournment or postponement of the Convergys special meeting, on the adoption of the merger agreement, the approval of the adjournment of the Convergys special meeting under certain circumstances and the approval, on an advisory (non-binding) basis, of compensation that will or may be

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paid or provided by Convergys to its named executive officers in connection with the mergers. It is also the proxy statement by which SYNEX board of directors is soliciting proxies from SYNEX stockholders to vote at the SYNEX special meeting, or at any adjournment or postponement of the SYNEX special meeting, on the approval of the stock issuance and the approval of the adjournment of the SYNEX special meeting under certain circumstances. In addition, this document is the prospectus of SYNEX pursuant to which SYNEX will issue SYNEX common stock to Convergys shareholders as part of the merger consideration.

***Q: Is my vote important?***

Yes, your vote is very important. For Convergys shareholders, an abstention or failure to vote will have the same effect as a vote AGAINST the adoption of the merger agreement. If you hold your Convergys common shares through a broker, bank or other nominee holder of record and you do not give voting instructions to that broker, bank or other nominee holder of record, that broker, bank or other nominee holder of record will not be able to vote your shares on the adoption of the merger agreement, and your failure to give those instructions will have the same effect as a vote AGAINST the adoption of the merger agreement. For SYNEX stockholders, an abstention will have the same effect as a vote AGAINST the approval of the stock issuance. If you hold your SYNEX common stock through a broker, bank or other nominee holder of record and you do not give voting instructions to that broker, bank or other nominee holder of record, that broker, bank or other nominee holder of record will not be able to vote your shares on the approval of the stock issuance, and your failure to give those instructions will have no effect on the approval of the stock issuance. Convergys' board of directors unanimously recommends that you vote FOR the adoption of the merger agreement, and SYNEX' board of directors unanimously recommends that SYNEX stockholders vote FOR the approval of the stock issuance.

***Q: What will happen in the mergers?***

In the first merger, which is referred to in this joint proxy statement/prospectus as the initial merger, Merger Sub I will be merged with and into Convergys. Convergys will be the surviving corporation in the initial merger and will be a wholly owned subsidiary of SYNEX following the completion of the initial merger and will no longer be a publicly held corporation. Immediately after the initial merger, Convergys will be merged with and into Merger Sub II, and Merger Sub II will be the surviving company in the second merger, which is referred to in this joint proxy statement/prospectus as the subsequent merger. The initial merger and the subsequent merger are collectively referred to in this joint proxy statement/prospectus as the mergers. Concentrix CVG Corporation will be a wholly owned subsidiary of SYNEX following the completion of the subsequent merger.

***Q: What will Convergys shareholders receive in the mergers?***

If the mergers are completed, each Convergys common share will be automatically cancelled and converted into the right to receive \$13.25 in cash, without interest, and 0.1193 shares of SYNEX common stock, subject to adjustment as provided in the merger agreement in the event that the 20 day average trading price of SYNEX common stock prior to the closing of the mergers increases or decreases by more than 10% from a base price of \$111.0766, which, together with cash payable in lieu of any fractional shares, are collectively referred to in this joint proxy statement/prospectus as the merger consideration. Each Convergys shareholder will receive cash for any fractional share of SYNEX common stock that the shareholder would otherwise receive in the mergers.

Based on the closing price of SYNEX common stock on the New York Stock Exchange, which is referred to in this joint proxy statement/prospectus as the NYSE, on August 23, 2018, the most recent trading day prior to the date of this joint proxy statement/prospectus for which this information was available, and assuming that such price was the stock price required by the exchange ratio calculations, the applicable exchange ratio would be 0.1237, and the merger consideration would represent approximately \$25.18 in value for each Convergys common share. Because the number of shares of SYNEX common stock that will be exchanged for the Convergys common shares is subject to certain adjustments to be made at closing if the 20 day average trading price of SYNEX common stock three trading days prior to the closing of the mergers has increased or decreased by more than 10% from a base price of \$111.0766, the value of the stock portion of the merger consideration that Convergys shareholders will receive in the mergers will



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depend on the market price of SYNEX common stock at the time the mergers are completed. The market price of SYNEX common stock when Convergys shareholders receive shares of SYNEX common stock after the mergers are completed could be greater than, less than or the same as the market price of SYNEX common stock on the date of this joint proxy statement/prospectus or at the time of the Convergys special meeting or any adjournment or postponement thereof.

### ***Q: What will happen if the mergers are not completed?***

If the merger agreement is not adopted by Convergys shareholders, the stock issuance is not approved by SYNEX stockholders or if the mergers are not completed for any other reason, Convergys shareholders will not receive any payment for their Convergys common shares in connection with the mergers. Instead, Convergys will remain an independent public company and its common shares will continue to be listed and traded on the NYSE. If the merger agreement is terminated under specified circumstances, Convergys may be required to pay SYNEX a termination fee of \$74.0 million (or \$37.0 million, in certain circumstances) or an expense reimbursement fee of \$12.35 million, and if the merger agreement is terminated under certain other circumstances, SYNEX may be required to pay Convergys an expense reimbursement fee of \$12.35 million, depending on the circumstances of the termination. See *The Merger Agreement—Termination Fees and Expenses* for a more detailed discussion of the termination fees.

### ***Q: What are Convergys shareholders being asked to vote on?***

A: Convergys shareholders are being asked to vote on the following three proposals:

- to adopt the merger agreement, a copy of which is attached as Annex A to this joint proxy statement/prospectus;
- to approve the adjournment from time to time of the Convergys special meeting if necessary to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the Convergys special meeting or any adjournment or postponement thereof; and
- to approve, on an advisory (non-binding) basis, the payments that will or may be paid by Convergys to its named executive officers in connection with the mergers.

The adoption of the merger agreement by Convergys shareholders is a condition to the obligations of Convergys and SYNEX to complete the mergers. Neither the approval of the adjournment proposal nor the approval of the non-binding advisory proposal to approve compensation that will or may be paid or provided by Convergys to its named executive officers in connection with the mergers is a condition to the obligations of Convergys or SYNEX to complete the mergers.

### ***Q: What are SYNEX stockholders being asked to vote on?***

A: SYNEX stockholders are being asked to vote on the following proposals:

- to approve the stock issuance; and
- to approve the adjournment of the SYNEX special meeting if necessary to solicit additional proxies if there are not sufficient votes to approve the stock issuance at the time of the SYNEX special meeting, or any adjournment or postponement thereof.

The approval of the stock issuance by SYNEX stockholders is a condition to the obligations of Convergys and SYNEX to complete the mergers. The approval of the proposal to adjourn the SYNEX special meeting if necessary is not a condition to the obligations of Convergys or SYNEX to complete the mergers.

### ***Q: Does Convergys' board of directors recommend that Convergys shareholders adopt the merger agreement?***

Yes. Convergys' board of directors unanimously determined that the merger agreement, the mergers, and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of Convergys shareholders and unanimously recommends that Convergys shareholders vote **FOR** the

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adoption of the merger agreement at the Convergys special meeting. See Convergys Proposal I: Adoption of the Merger Agreement and SYNEX Proposal I: Approval of the Stock Issuance—Convergys Reasons for the Mergers; Recommendations of the Convergys Board of Directors that Convergys Shareholders Adopt the Merger Agreement.

**Q: Does Convergys’ board of directors recommend that shareholders approve the adjournment from time to time of the Convergys special meeting if necessary?**

A: Yes. Convergys’ board of directors unanimously recommends that you vote FOR the proposal to adjourn from time to time the Convergys special meeting if necessary to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the Convergys special meeting or any adjournment or postponement thereof. See Convergys Proposal II: Adjournment of the Convergys Special Meeting.

**Q: What is the compensation that will or may be paid or provided by Convergys to its named executive officers in connection with the mergers and why am I being asked to vote on it?**

A: The Securities and Exchange Commission, which is referred to in this joint proxy statement/prospectus as the SEC, has adopted rules that require Convergys to seek an advisory (non-binding) vote on compensation that is tied to or based on the completion of the mergers and that will or may be paid or provided by Convergys to its named executive officers in connection with the mergers. This proposal is referred to in this joint proxy statement/prospectus as the non-binding advisory proposal to approve compensation that will or may be paid or provided by Convergys to its named executive officers in connection with the mergers.

**Q: Does Convergys’ board of directors recommend that Convergys shareholders approve the non-binding advisory proposal to approve compensation that will or may be paid or provided by Convergys to its named executive officers in connection with the mergers?**

A: Yes. Convergys’ board of directors unanimously recommends that Convergys shareholders vote FOR the proposal to approve, on an advisory (non-binding) basis, compensation that will or may be paid or provided by Convergys to its named executive officers in connection with the mergers. See Convergys Proposal III: Advisory Vote On Merger-Related Executive Compensation Arrangements.

**Q: What happens if the non-binding advisory proposal to approve compensation that will or may be paid or provided by Convergys to its named executive officers in connection with the mergers is not approved?**

A: Approval, on an advisory (non-binding basis), of compensation that will or may be paid or provided by Convergys to its named executive officers in connection with the mergers is not a condition to completion of the mergers. The vote is an advisory vote and is not binding. If the mergers are completed, Convergys may pay compensation in connection with the mergers to its named executive officers even if Convergys shareholders fail to approve the non-binding advisory proposal to approve compensation that will or may be paid or provided by Convergys to its named executive officers in connection with the mergers.

**Q: Does SYNEX’ board of directors recommend that SYNEX stockholders approve the stock issuance?**

A: Yes. SYNEX’ board of directors unanimously determined that the merger agreement, the mergers and the other transactions contemplated by the merger agreement, including the stock issuance, are advisable and fair to and in the best interests of SYNEX stockholders and unanimously recommends that SYNEX stockholders vote FOR the approval of the stock issuance at the SYNEX special meeting. See Convergys Proposal I: Adoption of the Merger Agreement and SYNEX Proposal I: Approval of the Stock Issuance—SYNEX’ Reasons for the Merger; Recommendations of SYNEX’ Board of Directors that the SYNEX stockholders Approve the Stock Issuance.

**Q: Does SYNEX’ board of directors recommend that SYNEX stockholders approve the adjournment of the SYNEX special meeting if necessary?**

A: Yes. SYNEX’ board of directors unanimously recommends that SYNEX stockholders vote FOR the proposal to adjourn the SYNEX special meeting if necessary to solicit additional proxies if there are not sufficient votes to approve the stock issuance at the time of the SYNEX special meeting, or any adjournment or postponement thereof. See SYNEX Proposal II: Adjournment of the SYNEX Special Meeting.

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***Q: What Convergys shareholder vote is required for the approval of each proposal?***

A: The following are the voting requirements for the proposals at the Convergys special meeting:

*Adoption of the Merger Agreement:* The affirmative vote of holders of at least two-thirds of the outstanding Convergys common shares entitled to vote on the proposal. Accordingly, a Convergys shareholder's abstention from voting, the failure of a Convergys shareholder who holds his or her shares in street name through a broker, bank or other nominee holder of record to give voting instructions to that broker, bank or other nominee holder of record or a Convergys shareholder's other failure to vote will have the same effect as a vote **AGAINST** the proposal.

*Adjournment (if necessary):* The affirmative vote of the holders of at least a majority of the Convergys common shares present or represented by proxy at the Convergys special meeting (whether or not a quorum is present). Accordingly, a Convergys shareholder's abstention from voting will have the same effect as a vote **AGAINST** the proposal, but the failure of a Convergys shareholder who holds his or her shares in street name through a broker, bank or other nominee holder of record to give voting instructions to that broker, bank or other nominee holder of record or a Convergys shareholder's other failure to vote will have no effect on the approval of the proposal.

*Approval of the Advisory Vote on Merger-Related Executive Compensation Arrangements:* The affirmative vote of the holders of at least a majority of the Convergys common shares present or represented by proxy at the Convergys special meeting. Accordingly, a Convergys shareholder's abstention from voting will have the same effect as a vote **AGAINST** the proposal, but the failure of a Convergys shareholder who holds his or her shares in street name through a broker, bank or other nominee holder of record to give voting instructions to that broker, bank or other nominee holder of record or a Convergys shareholder's other failure to vote will have no effect on the approval of the proposal.

***Q: What SYNEX stockholder vote is required for the approval of each proposal at the SYNEX special meeting?***

A: The following are the vote requirements for the proposals at the SYNEX special meeting:

*Stock Issuance:* Assuming a quorum is present, the affirmative vote of a majority of the votes cast at the SYNEX special meeting is required. Accordingly, a SYNEX stockholder's abstention from voting will have the same effect as a vote **AGAINST** the proposal, but the failure of a SYNEX stockholder who holds his or her shares in street name through a broker, bank or other nominee holder of record to give voting instructions to that broker, bank or other nominee holder of record or a SYNEX stockholder's other failure to vote will have no effect on the approval of the proposal.

*Adjournment (if necessary):* The affirmative vote of a majority of the shares present at the SYNEX special meeting in person or by proxy and entitled to vote is required. Accordingly, a SYNEX stockholder's abstention from voting will have the same effect as a vote **AGAINST** the proposal, but the failure of a SYNEX stockholder who holds his or her shares in street name through a broker, bank or other nominee holder of record to give voting instructions to that broker, bank or other nominee holder of record or a SYNEX stockholder's other failure to vote will have no effect on the approval of the proposal.

***Q: What constitutes a quorum for the Convergys special meeting?***

A: The presence at the Convergys special meeting, in person or by proxy, of the holders of record of a majority of the Convergys common shares issued and outstanding and entitled to vote constitutes a quorum for the Convergys special meeting. Abstentions will be deemed present at the Convergys special meeting for the purpose of determining the presence of a quorum. Convergys common shares held in street name with respect to which the beneficial owner fails to give voting instructions to the broker, bank or other nominee holder of record will not be deemed present at the Convergys special meeting for the purpose of determining the presence of a quorum.

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***Q: What constitutes a quorum for the SYNEX special meeting?***

A: A quorum, which is a majority of the outstanding shares as of the record date, must be present to vote on certain matters at the SYNEX special meeting. A quorum is calculated based on the number of shares represented by the stockholders attending in person and by their proxy holders. If you indicate an abstention as your voting preference, your shares will be counted toward a quorum but they will not be voted on the matter. Abstentions on any matters are treated as shares present or represented and entitled to vote on that matter and have the same effect as a vote against such matter.

Shares of SYNEX common stock held in street name with respect to which the beneficial owner fails to give voting instructions to the broker, bank or other nominee holder of record will not be deemed present at the SYNEX special meeting for the purpose of determining the presence of a quorum.

***Q: Who is entitled to vote at the Convergys special meeting?***

A: All holders of Convergys common shares who held shares at the record date for the Convergys special meeting (the close of business on August 31, 2018) are entitled to receive notice of, and to vote at, the Convergys special meeting. As of the close of business on August 23, the most recent practicable date for which such information was available, there were 91,155,277 Convergys common shares outstanding. Each holder of Convergys common shares is entitled to one vote for each Convergys common share owned at such record date.

***Q: Who is entitled to vote at the SYNEX special meeting?***

A: All holders of SYNEX common stock who held shares at the record date for the SYNEX special meeting (the close of business on August 31, 2018) are entitled to receive notice of, and to vote at, the SYNEX special meeting. As of the close of business on August 23, 2018, the most recent practicable date for which such information was available, there were 39,628,172 SYNEX common stock outstanding. Each holder of SYNEX common stock is entitled to one vote for each share of SYNEX common stock owned at such record date.

***Q: What if I hold shares in both Convergys and SYNEX?***

A: If you are both a Convergys shareholder and a SYNEX stockholder, you will receive separate packages of proxy materials from each company. A vote as a Convergys shareholder for the adoption of the merger agreement (or any other proposal to be considered at the Convergys special meeting) will not constitute a vote as a SYNEX stockholder to approve the stock issuance (or any other proposal to be considered at the SYNEX special meeting), and vice versa. Therefore, please complete, sign and date and return all proxy cards and/or voting instructions that you receive from Convergys or SYNEX, or submit your proxy or instructions for each set of voting materials over the Internet or by telephone in order to ensure that all of your shares are voted.

***Q: When and where is the Convergys special meeting?***

A: The Convergys special meeting will be held on October 3, 2018, at the Atrium One Building, 201 East Fourth Street, Suite 350, Cincinnati, Ohio 45202, at 1:00 p.m. (local time).

***Q: When and where is the SYNEX special meeting?***

A: The SYNEX special meeting will be held on October 3, 2018, at its offices at 44201 Nobel Drive, Fremont, California 94538, at 10:00 a.m. (Pacific Time).

***Q: How do I vote my shares at the Convergys special meeting?***

A: *Via the Internet or by Telephone*

If you hold Convergys common shares directly in your name as a shareholder of record, you may submit a proxy to vote via the Internet at [www.proxyvote.com](http://www.proxyvote.com) or by telephone by calling 1-800-690-6903 toll-free. In order to submit a proxy to vote via the Internet or by telephone, you will need the control number on your

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proxy card (which is unique to each Convergys shareholder to ensure all voting instructions are genuine and to prevent duplicate voting). Proxies may be submitted via the Internet or by telephone 24 hours a day, seven days a week, and must be received by 11:59 p.m. (Eastern Time) on October 2, 2018.

If you hold Convergys common shares in street name through a broker, bank or other nominee holder of record, you may provide voting instructions via the Internet or by telephone only if Internet or telephone voting is made available by your broker, bank or other nominee holder of record. Please follow the voting instructions provided by your broker, bank or other nominee holder of record with these materials.

### *By Mail*

If you hold Convergys common shares directly in your name as a shareholder of record, you may submit a proxy card to vote by mail. You will need to complete, sign and date your proxy card and return it using the postage-paid return envelope provided or return it to Broadridge. Broadridge must receive your proxy card no later than the close of business on October 2, 2018.

If you hold Convergys common shares in street name through a broker, bank or other nominee holder of record, in order to provide voting instructions by mail, you will need to complete, sign and date the voting instruction form provided by your broker, bank or other nominee holder of record and return it in the postage-paid return envelope provided. Your broker, bank or other nominee holder of record must receive your voting instruction form in sufficient time to vote your shares.

### *In Person*

If you hold Convergys common shares directly in your name as a shareholder of record, you may vote in person at the Convergys special meeting. Shareholders of record also may be represented by another person at the Convergys special meeting by executing a proper proxy designating that person.

If you hold Convergys common shares in street name through a broker, bank or other nominee holder of record, you must obtain a written legal proxy from that institution and present it to the inspector of elections with your ballot to be able to vote in person at the Convergys special meeting. To request a legal proxy, please contact your broker, bank or other nominee holder of record.

**Please carefully consider the information contained in this joint proxy statement/prospectus. Whether or not you plan to attend the Convergys special meeting, Convergys encourages you to submit a proxy to vote via the Internet, by telephone or by mail so that your shares will be voted in accordance with your wishes even if you later decide not to attend the Convergys special meeting.**

Convergys encourages you to submit your proxy to vote via the Internet, by telephone or by mail. If you attend the Convergys special meeting, you may also vote in person, in which case any proxies that you previously submitted—whether via the Internet, by telephone or by mail—will be revoked and superseded by the vote that you cast at the Convergys special meeting. To vote in person at the Convergys special meeting, beneficial owners who hold shares in street name through a broker, bank or other nominee holder of record will need to contact the broker, bank or other nominee holder of record to obtain a written legal proxy to bring to the meeting. Whether your proxy is submitted via the Internet, by telephone or by mail, if it is properly completed and submitted, and if you do not revoke it prior to or at the Convergys special meeting, your shares will be voted at the Convergys special meeting in the manner specified by you, except as otherwise set forth in this joint proxy statement/prospectus.

**Again, you may submit a proxy to vote via the Internet or by telephone until 11:59 p.m. (Eastern Time) on October 2, 2018, or Broadridge must receive your proxy card by mail no later than the close of business on October 2, 2018.**

*Q: If my Convergys common shares are held in street name, will my broker, bank or other nominee holder of record automatically vote my shares for me?*

*A:* No. If your shares are held in an account at a broker, bank or other nominee holder of record (i.e., in street name ), you must instruct the broker, bank or other nominee holder of record on how to vote your shares. Your broker, bank or other nominee holder of record will vote your shares only if you provide instructions on how to vote by filling out the voting instruction form sent to you by your broker, bank or other nominee

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holder of record with this joint proxy statement/prospectus. Brokers, banks and other nominee holders of record who hold Convergys common shares in street name typically have the authority to vote in their discretion on routine proposals when they have not received instructions on how to vote from the beneficial owner. However, brokers, banks and other nominee holders of record are not allowed to exercise their voting discretion on matters that are non-routine without specific instructions on how to vote from the beneficial owner. Under the current rules of the NYSE, each of the three proposals to be considered at the Convergys special meeting as described in this joint proxy statement/prospectus is considered non-routine. Therefore brokers, banks and other nominee holders of record do not have discretionary authority to vote on any of the three proposals.

Broker non-votes are shares held by a broker, bank or other nominee holder of record that are present in person or represented by proxy at the Convergys special meeting, but with respect to which the broker, bank or other nominee holder of record is not instructed by the beneficial owner of such shares on how to vote on a particular proposal and the broker does not have discretionary voting power on such proposal. Because brokers, banks and other nominee holders of record do not have discretionary voting authority with respect to any of the three proposals to be considered at the Convergys special meeting as described in this joint proxy statement/prospectus, if a beneficial owner of Convergys common shares held in street name does not give voting instructions to the broker, bank or other nominee holder of record, then those shares will not be present in person or represented by proxy at the Convergys special meeting. As a result, there will not be any broker non-votes in connection with any of the three proposals to be considered at the Convergys special meeting as described in this joint proxy statement/prospectus.

### ***Q: How will my shares be represented at the Convergys special meeting?***

If you correctly submit your proxy via the Internet, by telephone or by mail, the directors of Convergys named in your proxy card will vote your shares in the manner you requested. If you sign your proxy card and return it without indicating how you would like to vote your shares, your proxy will be voted as Convergys' board of directors unanimously recommends, which is:

- **FOR** the adoption of the merger agreement;
- **FOR** the approval of the adjournment from time to time of the Convergys special meeting if necessary to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the Convergys special meeting or any adjournment or postponement thereof; and
- **FOR** the approval, on an advisory (non-binding) basis, of compensation that will or may be paid or provided by Convergys to its named executive officers in connection with the mergers.

However, if you indicate that you wish to vote against the adoption of the merger agreement, your shares will only be voted in favor of the adjournment proposal if you indicate that you wish to vote in favor of that proposal.

### ***Q: How do I vote my shares at the SYNEX special meeting?***

***A: Via the Internet or by Telephone***

If you hold SYNEX common stock directly in your name as a stockholder of record, you may vote via the Internet at [www.AALvote.com/SNXSM](http://www.AALvote.com/SNXSM) or by telephone by calling 1 (866) 804-9616 toll-free. In order to submit a proxy to vote via the Internet or by telephone, you will need the control number on your proxy card (which is unique to each SYNEX stockholder to ensure all voting instructions are genuine and to prevent duplicate voting). Votes may be submitted via the Internet or by telephone 24 hours a day, seven days a week, and must be received by 11:59 p.m. (Eastern Time) on October 2, 2018.

If you hold SYNEX common stock in street name, meaning through a broker, bank or other nominee holder of record, you may vote via the Internet or by telephone only if Internet or telephone voting is made available by your broker, bank or other nominee holder of record. Please follow the voting instructions provided by your broker, bank or other nominee holder of record with these materials.

***By Mail***

If you hold SYNEX common stock directly in your name as a stockholder of record, you may submit a proxy card to vote your shares by mail. You will need to complete, sign and date your proxy card and return

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it using the postage-paid return envelope provided or return it to Alliance Advisors at 200 Broadacres Drive, 3<sup>rd</sup> Fl., Bloomfield, NJ 07003. Alliance Advisors must receive your proxy card no later than the close of business on October 2, 2018.

If you hold SYNEX common stock in street name, meaning through a broker, bank or other nominee holder of record, in order to provide voting instructions by mail, you will need to complete, sign and date the voting instruction form provided by your broker, bank or other nominee holder of record with these materials and return it in the postage-paid return envelope provided. Your broker, bank or other nominee holder of record must receive your voting instruction form in sufficient time to vote your shares.

### *In Person*

If you hold SYNEX common stock directly in your name as a stockholder of record, you may vote in person at the SYNEX special meeting. Stockholders of record also may be represented by another person at the SYNEX special meeting by executing a proper proxy designating that person and having that proper proxy be presented to the judge of election with the applicable ballot at the SYNEX special meeting.

If you hold SYNEX common stock in street name, meaning through a broker, bank or other nominee holder of record, you must obtain a proxy, executed in your favor, from the bank or broker to be able to vote at the SYNEX special meeting. To request a proxy executed in your favor, please contact your broker, bank or other nominee holder of record.

**Please carefully consider the information contained in this joint proxy statement/prospectus. Whether or not you plan to attend the SYNEX special meeting, SYNEX encourages you to vote via the Internet, by telephone or by mail so that your shares will be voted in accordance with your wishes even if you later decide not to attend the SYNEX special meeting.**

SYNEX encourages you to register your vote via the Internet, by telephone or by mail. If you attend the SYNEX special meeting, you may also vote in person, in which case any votes that you previously submitted—whether via the Internet, by telephone or by mail—will be revoked and superseded by the vote that you cast at the SYNEX special meeting. To vote in person at the SYNEX special meeting, beneficial owners who hold shares in street name through a broker, bank or other nominee holder of record will need to contact the broker, bank or other nominee holder of record to obtain a written legal proxy to bring to the meeting. Whether your proxy is submitted via the Internet, by phone or by mail, if it is properly completed and submitted, and if you do not revoke it prior to or at the SYNEX special meeting, your shares will be voted at the SYNEX special meeting in the manner specified by you, except as otherwise set forth in this joint proxy statement/prospectus.

**Again, you may vote via the Internet or by telephone until 11:59 p.m. (Eastern Time) on October 2, 2018, or SYNEX agent must receive your paper proxy card by mail no later than the close of business on October 2, 2018.**

***Q: If my SYNEX common stock are held in street name, will my broker, bank or other nominee holder of record automatically vote my shares for me?***

**A:** No. If your shares are held in an account at a broker, bank or other nominee holder of record (i.e., in street name), you must instruct the broker, bank or other nominee holder of record on how to vote your shares. Your broker, bank or other nominee holder of record will vote your shares only if you provide instructions on how to vote by filling out the voting instruction form sent to you by your broker, bank or other nominee holder of record with this joint proxy statement/prospectus. Brokers, banks and other nominee holders of record who hold SYNEX common stock in street name typically have the authority to vote in their discretion on routine proposals when they have not

received instructions on how to vote from the beneficial owner. However, brokers, banks and other nominee holders of record typically are not allowed to exercise their voting discretion on matters that are non-routine without specific instructions on how to vote from the beneficial owner. Under the current rules of the NYSE, both proposals to be considered at the SYNEX special meeting as described in this joint proxy statement/prospectus are considered non-routine. Therefore brokers, banks and other nominee holders of record do not have discretionary authority to vote on either proposal.

Broker non-votes are shares held by a broker, bank or other nominee holder of record that are present in person or represented by proxy at the SYNEX special meeting, but with respect to which the broker, bank

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or other nominee holder of record is not instructed by the beneficial owner of such shares on how to vote on a particular proposal and the broker does not have discretionary voting power on such proposal. Because brokers, banks and other nominee holders of record do not have discretionary voting authority with respect to either of the proposals to be considered at the SYNEX special meeting as described in this joint proxy statement/prospectus, if a beneficial owner of SYNEX common stock held in street name does not give voting instructions to the broker, bank or other nominee holder of record, then those shares will not be present in person or represented by proxy at the SYNEX special meeting. As a result, there will not be any broker non-votes in connection with either of the proposals to be considered at the SYNEX special meeting as described in this joint proxy statement/prospectus.

### ***Q: How will my shares be represented at the SYNEX special meeting?***

If you correctly submit your proxy via the Internet, by telephone or by mail, the persons named in your proxy card will vote your shares in the manner you requested. If you sign your proxy card and return it without indicating how you would like to vote your shares, your proxy will be voted as SYNEX' board of directors unanimously recommends, which is:

- **FOR** the stock issuance; and
  - **FOR** the approval of the adjournment of the SYNEX special meeting if necessary to solicit additional proxies if there are not sufficient votes to approve the stock issuance at the time of the SYNEX special meeting.
- However, if you indicate that you wish to vote against the approval of the stock issuance, your shares will only be voted in favor of the adjournment proposal if you indicate that you wish to vote in favor of that proposal.

### ***Q: Who may attend the Convergys special meeting?***

Convergys shareholders at the record date for the Convergys special meeting (the close of business on August 31, 2018), or their respective authorized representatives, may attend the Convergys special meeting. If you hold Convergys common shares in your name at the record date, please be prepared to provide valid government-issued photo identification (e.g., a driver's license or a passport), to gain admission to the Convergys special meeting. If you are a beneficial owner of Convergys common shares held in street name by a broker, bank or other nominee holder of record at the record date (the close of business on August 31, 2018), in addition to proper identification, you will also need proof of beneficial ownership at the record date to be admitted to the Convergys special meeting. A brokerage statement or letter from a bank, broker or other nominee holder of record are examples of proof of beneficial ownership. If you want to vote your Convergys common shares held in street name in person at the Convergys special meeting, you will have to obtain a written legal proxy in your name from the broker, bank or other nominee holder of record who holds your shares.

Convergys shareholders may contact Convergys Investor Relations Department at (513) 723-6320 to obtain directions to the location of the Convergys special meeting.

### ***Q: Who may attend the SYNEX special meeting?***

SYNEX stockholders at the record date for the SYNEX special meeting (the close of business on August 31, 2018), or their respective authorized representatives, may attend the SYNEX special meeting. You may not appoint more than one person to act as your proxy at the SYNEX special meeting. If you would like to attend the SYNEX special meeting and vote in person, you will be required to provide valid government-issued photo identification (e.g., a driver's license or a passport) to be admitted to the SYNEX special meeting.

If you hold shares through a bank or broker at the record date (the close of business on August 31, 2018), you must obtain a proxy, executed in your favor, from the bank or broker to be able to vote at the SYNEX special meeting.

SYNEX stockholders may contact Investor Relations at (510) 668-8436 to obtain directions to the location of the SYNEX special meeting.

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***Q: Can I revoke my proxy or change my voting instructions?***

A: Yes. You may revoke your proxy or change your vote in person at any time before the closing of the polls at the applicable special meeting.

If you are a shareholder of record at the record date for the Convergys special meeting or a stockholder of record at the record date for the SYNEX special meeting, as applicable (in each case, the close of business on August 31, 2018), you can revoke your proxy or change your vote by:

• sending a signed notice stating that you revoke your proxy:

• if you are a Convergys shareholder, to Broadridge at Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717; or

• if you are a SYNEX stockholder, to Alliance Advisors at 200 Broadacres Drive, 3rd Fl., Bloomfield, NJ 07003.

In each case, that bears a date later than the date of the proxy you want to revoke and is received prior to the applicable special meeting;

• submitting a valid, later-dated proxy via the Internet or by telephone before 11:59 p.m. (local time) on October 2, 2018, or by mail that is received prior to the applicable special meeting; or

• attending the applicable special meeting (or, if the applicable special meeting is adjourned or postponed, attending the adjourned or postponed meeting) and voting in person, which automatically will cancel any proxy previously given, or revoking your proxy in person, but your attendance alone will not revoke any proxy previously given.

If you hold your shares in street name through a broker, bank or other nominee holder of record, you must contact your brokerage firm, bank or other nominee holder of record to change your vote or obtain a written legal proxy to vote your shares if you wish to cast your vote in person at the applicable special meeting.

***Q: What happens if I sell my Convergys common shares after the record date but before the Convergys special meeting?***

A: The record date for the Convergys special meeting (the close of business on August 31, 2018) is earlier than the date of the Convergys special meeting and earlier than the date that the mergers are expected to be completed. If you sell or otherwise transfer your Convergys common shares after the record date but before the date of the Convergys special meeting, you will retain your right to vote at the Convergys special meeting. However, you will not have the right to receive the merger consideration. In order to receive the merger consideration, you must hold your shares through completion of the mergers.

***Q: What happens if I sell my SYNEX shares after the record date but before the SYNEX special meeting?***

A: The record date for the SYNEX special meeting (the close of business on August 31, 2018) is earlier than the date of the SYNEX special meeting. If you sell or otherwise transfer your shares of SYNEX common stock after the record date but before the date of the SYNEX special meeting, you will retain your right to vote at the SYNEX special meeting.

***Q: What do I do if I receive more than one set of voting materials?***

A: You may receive more than one set of voting materials, including multiple copies of this joint proxy statement/prospectus, the related proxy card or the voting instruction forms. This can occur if you hold your shares in more than one brokerage account, if you hold shares directly as a record holder and also in street name, or otherwise through another nominee holder of record, and in certain other circumstances. In addition, if you are a holder of shares of both Convergys common shares and SYNEX common stock, you will receive one or more separate proxy cards or voting instruction cards for each company. If you receive more than one set of voting materials, please separately submit votes for each set of voting materials in order to ensure that all of your shares are voted.

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***Q: Are Convergys shareholders or SYNEX stockholders entitled to appraisal rights?***

*Convergys shareholders:* Yes. Convergys shareholders are entitled to dissenters' rights in connection with the initial A: merger. For further information, see Convergys Proposal I: Adoption of the Merger Agreement and SYNEX

Proposal I: Approval of the Stock Issuance—Appraisal Rights for Convergys Shareholders.

*SYNEX stockholders:* No. SYNEX stockholders will not be entitled to appraisal or dissenters' rights in connection with the mergers.

***Q: Is completion of the mergers subject to any conditions?***

Yes. SYNEX and Convergys are not required to complete the mergers unless a number of conditions are satisfied (or, to the extent permitted by applicable law, waived). These conditions include the adoption of the merger agreement by Convergys shareholders, the approval of the stock issuance by SYNEX stockholders, termination or A: expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, which is referred to in this joint proxy statement/prospectus as the HSR Act (early termination was granted, effective on July 30, 2018), and the receipt of certain other regulatory approvals. For a more complete summary of the conditions that must be satisfied (or, to the extent permitted by applicable law, waived) prior to completion of the mergers, see The Merger Agreement—Conditions to Completion of the Mergers.

***Q: When do you expect to complete the mergers?***

As of the date of this joint proxy statement/prospectus, Convergys and SYNEX expect to complete the mergers by the end of calendar year 2018, subject to adoption of the merger agreement by Convergys shareholders, the A: approval of the stock issuance by SYNEX stockholders, the receipt of certain regulatory approvals and the satisfaction (or waiver, to the extent permitted by applicable law) of the other conditions that must be satisfied (or, to the extent permitted by applicable law, waived) prior to completion of the mergers. However, no assurance can be given as to when, or if, the mergers will be completed.

***Q: What are the material U.S. federal income tax consequences of the transaction to Convergys shareholders?***

Although SYNEX and Convergys have agreed to use reasonable best efforts to cause the initial merger, together with the subsequent merger, to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (referred to in this joint proxy statement as the Code), which is referred to in this joint proxy statement/prospectus as the intended tax treatment, there can be no assurance that the mergers will so qualify. In addition, the completion of the mergers is not conditioned on the mergers qualifying for the intended tax treatment or upon the receipt of an opinion of counsel or Internal Revenue Service, which is referred to in this joint proxy statement/prospectus as the IRS, ruling to that effect, and whether or not the mergers will qualify for the intended tax treatment depends on facts that will not be known until the mergers are completed. In particular, the A: intended tax treatment requires that the value of the shares of SYNEX common stock issued to Convergys shareholders in the initial merger, determined as of the completion of the initial merger, represents at least a minimum percentage of the total consideration paid to Convergys shareholders in the mergers. While there is no specific guidance as to precisely what minimum percentage is necessary to satisfy this requirement, it would be satisfied if the shares of SYNEX common stock (valued as of the completion of the initial merger) represents at least 40% of the total merger consideration. Because this test is based on the value of the shares of SYNEX common stock as of the completion of the initial merger, a decline in the value of the shares of SYNEX common stock could cause this requirement not to be met. Accordingly, no assurance can be given that the mergers will qualify for the intended tax treatment.

If the mergers qualify for the intended tax treatment, as further described under Convergys Proposal I: Adoption of the Merger Agreement and SYNEX Proposal I: Approval of the Stock Issuance—Material U.S. Federal Income Tax Consequences, a U.S. holder of Convergys common shares generally will not recognize any loss and generally will recognize gain (if any) in an amount equal to the lesser of (i) the amount by which the sum of the fair market value of the shares of SYNEX common stock and cash received by such holder exceeds such holder's tax basis in its Convergys common shares and (ii) the amount of cash received by such holder. If the mergers fail to qualify for the intended tax treatment, as



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further described under **Convergys Proposal I: Adoption of the Merger Agreement and SYNEX Proposal I: Approval of the Stock Issuance—Material U.S. Federal Income Tax Consequences**, a U.S. holder of Convergys common shares generally will recognize gain or loss in an amount equal to the difference, if any, between (1) the sum of the fair market value of the shares of SYNEX common stock and the amount of cash received by such holder (including cash received in lieu of a fractional share of SYNEX common stock) and (2) such holder's tax basis in the Convergys common shares surrendered.

Each Convergys shareholder is urged to read the section **Convergys Proposal I: Adoption of the Merger Agreement and SYNEX Proposal I: Approval of the Stock Issuance—Material U.S. Federal Income Tax Consequences** and to consult its tax advisor to determine the particular U.S. federal, state or local or non-U.S. income or other tax consequences to it of the mergers.

### ***Q: What do I need to do now?***

Carefully read and consider the information contained in and incorporated by reference into this joint proxy A: statement/prospectus, including its annexes. Then, please vote your Convergys common shares or SYNEX common stock, as applicable, which you may do by:

- completing, dating, signing and returning the enclosed proxy card for the applicable company in the accompanying postage-paid return envelope;
- submitting your proxy via the Internet or by telephone by following the instructions included on your proxy card for such company; or
- attending the applicable special meeting and voting by ballot in person.

If you hold shares in street name through a broker, bank or other nominee holder of record, please instruct your broker, bank or other nominee holder of record to vote your shares by following the instructions that the broker, bank or other nominee holder of record provides to you with these materials.

See **—How will my shares be represented at the Convergys special meeting?** or **—How will my shares be represented at the SYNEX special meeting?**, as applicable.

### ***Q: Should I send in my Convergys share certificates now?***

No. Convergys shareholders should not send in their share certificates at this time. After completion of the mergers, SYNEX' exchange agent will send you a letter of transmittal and instructions for exchanging your Convergys A: common shares for the merger consideration. The SYNEX common stock you receive in the initial merger will be issued in book-entry form and physical certificates will not be issued. See **The Merger Agreement—Procedures for Surrendering Convergys Certificates**. SYNEX stockholders will keep their existing stock certificates, if any, and will not be required to take any action with respect to their certificates.

***As a holder of options issued by Convergys to purchase Convergys common shares, or a holder of Convergys Q: restricted stock units, performance-based restricted stock units or deferred stock units, what will I receive in the mergers?***

A: The treatment of an option to purchase Convergys common shares depends on whether on or not the option has an exercise price which is higher than the cash equivalent merger consideration. The cash equivalent merger consideration is the sum of (A) \$13.25 plus (B) the product of the number of shares of SYNEX common stock equal to the exchange ratio, multiplied by the volume weighted average price per share (calculated to the nearest one-hundredth of one cent) of SYNEX common stock on the NYSE, for the consecutive period of 20 trading days ending on the third trading day immediately preceding the completion of the initial merger, as calculated by Bloomberg Financial LP under the function VWAP, which price per share is referred to in this joint proxy statement/prospectus as the SYNEX closing price. Each option to purchase Convergys common shares that is outstanding as of the completion of the initial merger: (i) that has an exercise price per Convergys common share that is less than the cash equivalent merger consideration, will be cancelled and converted into the right to receive a cash amount equal to, for each Convergys common share underlying such Convergys option, the excess of (x) cash

equivalent merger consideration over (y) the applicable per share exercise price of the Convergys option and (ii) that has an exercise price per Convergys common share that is greater than or equal to the cash equivalent merger consideration, will be cancelled for no consideration.



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Immediately prior to the completion of the initial merger, each outstanding Convergys restricted stock unit, which is referred to in this joint proxy statement/prospectus as a Convergys RSU, each Convergys performance-based restricted stock unit, which is referred to in this joint proxy statement/prospectus as a Convergys PSU, and each outstanding Convergys deferred stock unit, which is referred to in this joint proxy statements/prospectus as a Convergys DSU, will be cancelled in consideration for the right to receive a cash payment, with respect to each Convergys common share underlying such Convergys RSU, Convergys PSU, or Convergys DSU, equal to the cash equivalent merger consideration, or, if higher, a cash amount equal to the average of the opening and closing prices of the Convergys common shares on the trading day immediately preceding the closing date. The payment for Convergys PSUs will be based on the greater of the number of shares that would be earned based on achievement of target performance or the applicable number of shares determined under the applicable award agreement as determined by Convergys board of directors. The cash payment in respect of each Convergys RSU or Convergys PSU that was granted on or after March 31, 2016 (other than any such Convergys RSU or Convergys PSU that is held by a non-employee director or that becomes vested at the completion of the initial merger pursuant to the terms of an applicable contract) will remain unvested as of the completion of the initial merger and will continue to vest and be paid in accordance with the terms of the applicable award agreement. Other than as provided above, and except in the case of certain awards that constitute nonqualified deferred compensation for purposes of Section 409A of the Code, the cash payments will be paid promptly following the completion of the initial merger, but not later than five business days following such date.

See The Merger Agreement—Treatment of Convergys Equity Awards.

***Q: If I am a Convergys shareholder, whom should I call with questions?***

If you are a Convergys shareholder and have any questions about the merger agreement, the mergers, the vote on the merger agreement, the adjournment vote, the advisory (non-binding) vote on compensation that will or may be paid or provided by Convergys to its named executive officers in connection with the mergers or the Convergys special meeting, or this joint proxy statement/prospectus, desire additional copies of this joint proxy statement/prospectus, proxy cards or voting instruction forms or need help voting your Convergys common shares, you should contact:

Innisfree M&A Incorporated  
501 Madison Avenue, 20<sup>th</sup> Floor  
New York, New York 10022  
Banks and Brokers May Call Collect: (212) 750-5833  
Shareholders and All Others May Call Toll-Free: (888) 750-5834

or

Convergys Corporation  
201 East Fourth Street  
Cincinnati, Ohio 45202  
Attention: Investor Relations Department  
Telephone: (513) 723-6320

***Q: If I am a SYNEX stockholder, whom should I call with questions?***

If you are a SYNEX stockholder and have any questions about the merger agreement, the mergers, the stock issuance, the vote on the stock issuance, the adjournment vote or the SYNEX special meeting or this joint proxy statement/prospectus, desire additional copies of this joint proxy statement/prospectus, proxy cards or voting instruction forms or need help voting your SYNEX common stock, you should contact:

SYNEX Corporation  
44201 Nobel Drive

Fremont, California 94538  
Attention: Investor Relations  
Telephone: (510) 668-8436  
Email: MaryLai@SYNNEX.com

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### **SUMMARY**

This summary highlights selected information from this joint proxy statement/prospectus. It may not contain all of the information that is important to you. You are urged to read carefully the entire joint proxy statement/prospectus and the other documents attached to or referred to in this joint proxy statement/prospectus in order to fully understand the merger agreement and the proposed mergers. See *Where You Can Find More Information*. Each item in this summary refers to the page of this joint proxy statement/prospectus on which that subject is discussed in more detail.

### **The Companies (See Page 63)**

#### ***SYNNEX Corporation***

SYNNEX was incorporated in the State of California in 1980 and later reincorporated in the State of Delaware in 2003. SYNNEX is a Fortune 200 corporation and a leading business process services company, providing a comprehensive range of distribution, logistics and integration services for the technology industry and providing outsourced services focused on customer engagement strategy to a broad range of enterprises. SYNNEX distributes a broad range of information technology systems and products, and also provides systems design and integration solutions. Concentrix Corporation, a wholly owned subsidiary of SYNNEX, which is referred to in this joint proxy statement/prospectus as Concentrix, offers a portfolio of strategic solutions and end-to-end business services around customer engagement strategy, process optimization, technology innovation, front and back-office automation and business transformation to clients in ten identified industry verticals. SYNNEX operates in numerous countries throughout North and South America, Asia-Pacific and Europe.

The principal trading market for SYNNEX common stock (NYSE: SNX) is the NYSE. The principal executive offices of SYNNEX are located at 44201 Nobel Drive, Fremont, California 94538; its telephone number is (510) 668-3333; and its website is [www.SYNNEX.com](http://www.SYNNEX.com). Information on SYNNEX website is not incorporated by reference into or otherwise part of this joint proxy statement/prospectus.

This joint proxy statement/prospectus incorporates important business and financial information about SYNNEX from other documents that are not included in or delivered with this joint proxy statement/prospectus. For a list of the documents that are incorporated by reference, see *Where You Can Find More Information*.

#### ***Convergys Corporation***

Convergys was incorporated in the State of Ohio in 1996. Convergys is a global leader in customer experience outsourcing, focused on bringing value to its clients through every customer interaction. Convergys provides integrated agent, analytics and technology solutions with operational excellence that it believes deliver superior care, support and business growth for its clients on a global scale. Convergys has approximately 110,000 employees working in 33 countries, interacting with its clients' customers in 58 languages. As the second-largest global provider in its industry, Convergys has a history of commitment and dedication to excellence in serving many of the world's largest brands. The Convergys business model allows it to deliver consistent, quality service, at scale in the geographies and channels that meet its clients' business needs. Convergys proactively partners to solve client business challenges through its account management model. Convergys' geographic footprint and comprehensive capabilities help leading companies create brand-differentiated customer experiences across all interaction channels, such as voice, mobile, text, chat, social media, email and interactive voice response, to generate revenue and reduce their cost to serve. Convergys is a well-capitalized leader in its market and is able to invest in the services, technology, and analytics that matter to its clients and their customers.

The principal trading market for Convergys common shares (NYSE: CVG) is the NYSE. The principal executive offices of Convergys are located at 201 East Fourth Street, Cincinnati, Ohio 45202; its telephone number is (513) 723-7000; and its website is [www.Convergys.com](http://www.Convergys.com). Information on the Convergys website is not incorporated by reference into or otherwise part of this joint proxy statement/prospectus.

This joint proxy statement/prospectus incorporates important business and financial information about Convergys from other documents that are not included in or delivered with this joint proxy statement/prospectus. For a list of the documents that are incorporated by reference, see [Where You Can Find More Information](#).

***Delta Merger Sub I, Inc.***

Merger Sub I was incorporated in the State of Delaware on June 15, 2018, and is a wholly owned subsidiary of SYNEX. Merger Sub I was formed solely for the purpose of completing the mergers. Merger Sub

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I has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with the merger agreement and the mergers.

The principal executive offices of Merger Sub I are located at 44201 Nobel Drive, Fremont, California 94538; its telephone number is (510) 668-3333.

### ***Concentrix CVG Corporation***

Merger Sub II was initially formed as a limited liability company in the State of Delaware on June 15, 2018, and on August 21, 2018, converted into a Delaware corporation, and is a wholly owned subsidiary of SYNEX. Merger Sub II was formed solely for the purpose of completing the subsequent merger. Merger Sub II has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with the merger agreement and the mergers.

The principal executive offices of Merger Sub II are located at 44201 Nobel Drive, Fremont, California 94538; its telephone number is (510) 668-3333.

### **The Mergers (See Page 131)**

SYNEX, the Merger Subs and Convergys have entered into the merger agreement. On the terms and subject to the conditions of the merger agreement and in accordance with applicable law, in the initial merger, Merger Sub I will be merged with and into Convergys, with Convergys continuing as the surviving corporation and a wholly owned subsidiary of SYNEX, and in the subsequent merger, Convergys will be merged with and into Merger Sub II, with Merger Sub II, continuing as the surviving company and a wholly owned subsidiary of SYNEX. Upon completion of the mergers, Convergys common shares will no longer be publicly traded.

A copy of the merger agreement is attached as Annex A to this joint proxy statement/prospectus. **You should read the merger agreement carefully because it is the legal document that governs the mergers.**

### **Special Meeting of Shareholders of Convergys (See Page 70)**

**Meeting.** The Convergys special meeting will be held on October 3, 2018, at the Atrium One Building, 201 East Fourth Street, Suite 350, Cincinnati, Ohio 45202, at 1:00 p.m. (local time). At the Convergys special meeting, Convergys shareholders will be asked to consider and vote on the following proposals:

- to adopt the merger agreement;
- to approve the adjournment from time to time of the Convergys special meeting if necessary to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the Convergys special meeting or any postponement or adjournment thereof; and
- to approve, on an advisory (non-binding) basis, compensation that will or may be paid or provided by Convergys to its named executive officers in connection with the mergers.

**Record Date.** Convergys board of directors has fixed the close of business on August 31, 2018, as the record date for determination of the shareholders entitled to vote at the Convergys special meeting or any adjournment or postponement thereof. Only Convergys shareholders of record at the record date are entitled to receive notice of, and to vote at, the Convergys special meeting or any adjournment or postponement of the Convergys special meeting. As of the close of business on August 23, 2018, the most recent practicable date for which such information was available, there were 91,155,277 Convergys common shares outstanding. The number of Convergys common shares outstanding as of the record date is not expected to be meaningfully different from the number on August 23, 2018. Each holder of Convergys common shares is entitled to one vote for each Convergys common share owned at the

record date.

***Quorum.*** The presence at the Convergys special meeting, in person or by proxy, of the holders of record of a majority of the Convergys common shares issued and outstanding at the record date (the close of business on August 31, 2018) and entitled to vote will be necessary and sufficient to constitute a quorum at the Convergys special meeting. Abstentions will be deemed present at the Convergys special meeting for the purpose of determining the presence of a quorum. Convergys common shares held in street name with respect to which the beneficial owner fails to give voting instructions to the broker, bank or other nominee holder of record on any of the proposals to be voted on at the Convergys special meeting, and Convergys common shares with

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respect to which the beneficial owner otherwise fails to vote, will not be deemed present at the Convergys special meeting for the purpose of determining the presence of a quorum. There must be a quorum for business to be conducted at the Convergys special meeting. Failure of a quorum to be present at the Convergys special meeting will necessitate an adjournment or postponement thereof and will subject Convergys to additional expense.

**Required Vote.** Pursuant to the Ohio General Corporation law, which is referred to in this joint proxy statement/prospectus as the OGCL, the affirmative vote of holders of at least two-thirds of the Convergys common shares outstanding and entitled to vote thereon is required to adopt the merger agreement. **Convergys cannot complete the mergers and the merger consideration will not be paid unless its shareholders adopt the merger agreement by a vote FOR the proposal by holders of at least two-thirds of the outstanding Convergys common shares entitled to vote on the proposal. Because adoption of the merger agreement requires the affirmative vote of at least two-thirds of the outstanding Convergys common shares entitled to vote thereon, a Convergys shareholder's abstention from voting, the failure of a Convergys shareholder who holds his or her shares in street name through a broker, bank or other nominee holder of record to give voting instructions to that broker, bank or other nominee holder of record or a Convergys shareholder's other failure to vote will have the same effect as a vote AGAINST the proposal to adopt the merger agreement.**

To approve (i) the adjournment from time to time of the Convergys special meeting if necessary to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the Convergys special meeting or any adjournment or postponement thereof and (ii) the non-binding advisory proposal to approve compensation that will or may be paid by Convergys to its named executive officers in connection with the mergers, requires the affirmative vote of the holders of at least a majority of the Convergys common shares present or represented by proxy at the Convergys special meeting. Accordingly, a Convergys shareholder's abstention from voting will have the same effect as a vote **AGAINST** such proposals, but the failure of a Convergys shareholder who holds his or her shares in street name through a broker, bank or other nominee holder of record to give voting instructions to that broker, bank or other holder of record or a Convergys shareholder's other failure to vote will have no effect on the outcome of any vote on such proposals.

**Share Ownership of and Voting by Convergys Directors and Certain Executive Officers.** At the close of business on August 23, 2018, the most recent practicable date for which such information was available, Convergys' directors and chief executive officer and chief financial officer and their affiliates beneficially owned and had the right to vote in the aggregate 1,082,104 Convergys common shares, which represents approximately 1.2% of the Convergys common shares entitled to vote as of that date.

Each of the directors and certain executive officers of Convergys, solely in his or her individual capacity as a Convergys shareholder, has entered into a voting agreement with SYNEX, which is referred to in this joint proxy statement/prospectus as the voting agreement, to vote all of the Convergys common shares eligible to be voted at the Convergys special meeting by them in favor of the adoption of the merger agreement and in favor of the proposal to adjourn the Convergys special meeting if necessary to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the Convergys special meeting or any adjournment or postponement thereof.

### **Special Meeting of Stockholders of SYNEX (See Page 65)**

**Meeting.** The SYNEX special meeting will be held on October 3, 2018, at its offices at 44201 Nobel Drive, Fremont, California 94538, at 10:00 a.m. (Pacific Time). At the SYNEX special meeting, SYNEX stockholders will be asked to consider and vote on the following proposals:

to approve the stock issuance; and

to approve the adjournment of the SYNEX special meeting if necessary to solicit additional proxies if there are not sufficient votes to approve the stock issuance at the time of the SYNEX special meeting, or any adjournment or postponement thereof.

**Record Date.** SYNEX board of directors has fixed the close of business on August 31, 2018, as the record date for determination of the stockholders entitled to vote at the SYNEX special meeting, or any adjournment or postponement thereof. Only SYNEX stockholders of record at the record date are entitled to receive notice of, and to vote at, the SYNEX special meeting, or any adjournment or postponement thereof. As



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of the close of business on August 23, 2018, there were 39,628,172 shares of SYNEX common stock outstanding. The number of shares of SYNEX common stock outstanding as of the record date is not expected to be meaningfully different from the number on August 23, 2018. Each holder of SYNEX common stock is entitled to one vote for each share of SYNEX common stock owned at the record date.

**Quorum.** A quorum, which is a majority of the outstanding shares as of the record date, must be present to hold the SYNEX special meeting. A quorum is calculated based on the number of shares represented by the stockholders attending in person and by their proxy holders. If you indicate an abstention as your voting preference, your shares will be counted toward a quorum but they will not be voted on the matter. Abstentions on any matters are treated as shares present or represented and entitled to vote on that matter and have the same effect as a vote against such matter. Shares of SYNEX common stock held in street name with respect to which the beneficial owner fails to give voting instructions to the broker, bank or other nominee holder of record on any of the proposals to be voted on at the SYNEX special meeting, and shares of SYNEX common stock with respect to which the beneficial owner otherwise fails to vote, will not be deemed present at the SYNEX special meeting for the purpose of determining the presence of a quorum. There must be a quorum for the vote on the stock issuance to be taken at the SYNEX special meeting. Failure of a quorum to be present at the SYNEX special meeting will necessitate an adjournment of the meeting and will subject SYNEX to additional expense.

**Required Vote.** Assuming a quorum is present, approval of the stock issuance requires the affirmative vote of a majority of the votes cast at the SYNEX special meeting. **SYNEX cannot complete the mergers unless its stockholders approve the stock issuance.** Under the current rules and interpretive guidance of the NYSE, votes cast on the stock issuance consist of votes for or against as well as abstentions. As a result, a SYNEX stockholder's abstention from voting on the stock issuance will have the same effect as a vote **AGAINST** the proposal. The failure of a SYNEX stockholder who holds his or her shares in street name through a broker, bank or other nominee holder of record to give voting instructions to that broker, bank or other nominee holder of record or a SYNEX stockholder's other failure to vote will have no effect on the outcome of any vote to approve the stock issuance because these failures to vote are not considered votes cast.

To approve the adjournment of the SYNEX special meeting if necessary to solicit additional proxies if there are not sufficient votes to approve the stock issuance at the time of the SYNEX special meeting, whether or not a quorum, as defined under Delaware law, is present, the affirmative vote of a majority of the shares present at the SYNEX special meeting in person or by proxy and entitled to vote is required. Accordingly, a SYNEX stockholder's abstention from voting will have the same effect as a vote **AGAINST** the proposal, but, the failure of a SYNEX stockholder who holds his or her shares in street name through a broker, bank or other nominee holder of record to give voting instructions to that broker, bank or other nominee holder of record or a SYNEX stockholder's other failure to vote will have no effect on the approval of the proposal.

**Stock Ownership of and Voting by SYNEX Directors and Executive Officers.** At the close of business on August 23, 2018, the most recent practicable date for which such information was available, SYNEX directors and executive officers and their affiliates beneficially owned and had the right to vote in the aggregate 9,787,431 shares of SYNEX common stock, which represents approximately 24.7% of the SYNEX common stock entitled to vote as of that date. Assuming a quorum is present, to approve the stock issuance, the affirmative vote of a majority of the votes cast at the SYNEX special meeting is required.

It is expected that SYNEX directors and executive officers and their affiliates will vote their shares **FOR** the stock issuance and **FOR** the adjournment of at the SYNEX special meeting if necessary to solicit additional proxies if there are not sufficient votes to approve the stock issuance at the time of the SYNEX special meeting, or any adjournment or postponement thereof, although none of them has entered into any agreement requiring them to do so.

**What Convergys Shareholders Will Receive in the Mergers (See Page 132)**

If the mergers are completed, each Convergys common share will automatically be cancelled and converted into the right to receive \$13.25 in cash, without interest, and 0.1193 of shares of SYNEX common stock, subject to adjustment as provided in the merger agreement in the event that the trading price of SYNEX common stock prior to the closing of the mergers increases or decreases by more than 10% from a base price of \$111.0766.

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SYNNEX will not issue any fractional shares in the mergers. Instead, the total number of shares of SYNNEX common stock that each Convergys shareholder will receive in the mergers will be rounded down to the nearest whole number, and each Convergys shareholder will receive cash, without interest, for any fractional share of SYNNEX common stock that he or she would otherwise receive in the mergers. The amount of cash for fractional shares will be calculated by multiplying the fraction of a share of SYNNEX common stock that such Convergys shareholder would otherwise be entitled to receive in the mergers by the SYNNEX closing price.

*Example: If you own 100 Convergys common shares at the time the mergers are completed, and assuming no adjustment is made to the exchange ratio, you will be entitled to receive \$1,325 in cash, without interest, and 11 shares of SYNNEX common stock. In addition, you will be entitled to receive an amount of cash equal to 0.93 of a share of SYNNEX common stock multiplied by the SYNNEX closing price.*

The exchange ratio is fixed for price fluctuations less than 10%, which means that it may not change between now and the date of the initial merger, regardless of whether the market price of either SYNNEX common stock or Convergys common shares changes. Therefore, the value of the stock portion of the merger consideration will depend on the market price of SYNNEX common stock at the time Convergys shareholders receive SYNNEX common stock in the mergers. Based on the closing price of a share of SYNNEX common stock on the NYSE on August 23, 2018, the most recent trading day prior to the date of this joint proxy statement/prospectus for which this information was available, and assuming that such price was the stock price required by the exchange ratio calculations, the applicable exchange ratio would be 0.1237, and the merger consideration would represent approximately \$25.18 in value for each Convergys common share. **The market price of SYNNEX common stock has fluctuated since the date of the announcement of the merger agreement and will continue to fluctuate from the date of this joint proxy statement/prospectus to the date of the Convergys special meeting and the date the mergers are completed and thereafter. The market price of SYNNEX common stock when received by Convergys shareholders after the mergers are completed could be greater than, less than or the same as the market price of SYNNEX common stock on the date of this joint proxy statement/prospectus or at the time of the Convergys special meeting or any adjournment or postponement thereof.**

#### **Treatment of Convergys Equity Awards (See Page 134)**

As of the completion of the initial merger, each option to purchase Convergys common shares, which are referred to in this joint proxy statement/prospectus as Convergys options, that is outstanding as of the effective time of initial merger: (i) that has an exercise price per Convergys common share that is less than the cash equivalent merger consideration, will be cancelled and converted into the right to receive a cash amount equal to, for each Convergys common share underlying such Convergys option, the excess of (x) the cash equivalent merger consideration over (y) the applicable per share exercise price of the Convergys option or (ii) that has an exercise price per Convergys common share that is greater than or equal to the cash equivalent merger consideration, will be cancelled for no consideration.

Each Convergys RSU, Convergys PSU and Convergys DSU that is outstanding immediately prior to the completion of the initial merger will be cancelled in consideration for the right to receive a cash payment with respect to each Convergys common share underlying such Convergys RSU, Convergys PSU, or Convergys DSU, equal to the cash equivalent merger consideration, or, if higher, a cash amount equal to the average of the opening and closing prices of the Convergys common shares on the trading day immediately preceding the closing date. Payment for Convergys PSUs will be based on the greater of the number of shares that would be earned based on achievement of target performance or the applicable number of shares determined under the applicable award agreement as determined by Convergys board of directors. The cash payment in respect of each Convergys RSU or Convergys PSU that was granted on or after March 31, 2016 (other than any such Convergys RSU or Convergys PSU that is held by a non-employee director or that becomes vested at the completion of the initial merger pursuant to the terms of an

applicable contract) will remain unvested as of the completion of the initial merger and will continue to vest and be paid in accordance with the terms of the applicable award agreement. Other than as provided above, and except in the case of certain awards that constitute nonqualified deferred compensation for purposes of Section 409A of the Code, the cash payments will be paid promptly following the completion of the initial merger, but not later than five business days following such date.

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### **Recommendations of the Convergys Board of Directors (See Page 70)**

Convergys board of directors unanimously determined that the merger agreement, the mergers, and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of Convergys shareholders. **Convergys board of directors unanimously recommends that Convergys shareholders vote FOR the proposal to adopt the merger agreement.** For the factors considered by Convergys board of directors in reaching this decision, see Convergys Proposal I: Adoption of the Merger Agreement and SYNnex Proposal I: Approval of the Stock Issuance—Convergys Reasons for the Mergers; Recommendations of the Convergys Board of Directors that Convergys Shareholders Adopt the Merger Agreement.

Convergys board of directors unanimously recommends that Convergys shareholders vote **FOR** the proposal to adjourn from time to time the Convergys special meeting if necessary to solicit additional proxies if there are not sufficient votes to adopt the merger agreement at the time of the Convergys special meeting or any adjournment or postponement thereof. See Convergys Proposal II: Adjournment of the Convergys Special Meeting.

In addition, Convergys board of directors unanimously recommends that Convergys shareholders vote **FOR** the proposal to approve, on an advisory (non-binding) basis, compensation that will or may be paid or provided by Convergys to its named executive officers in connection with the mergers. See Convergys Proposal III: Advisory Vote On Merger-Related Executive Compensation Arrangements.

### **Recommendations of the SYNnex Board of Directors (See Page 65)**

SYNnex board of directors unanimously determined that the merger agreement, the mergers, and the other transactions contemplated by the merger agreement, including the stock issuance, are advisable and fair to and in the best interests of SYNnex stockholders. **SYNnex board of directors unanimously recommends that SYNnex stockholders vote FOR the stock issuance.** For the factors considered by SYNnex board of directors in reaching this decision, see Convergys Proposal I: Adoption of the Merger Agreement and SYNnex Proposal I: Approval of the Stock Issuance—SYNnex Reasons for the Merger; Recommendations of SYNnex Board of Directors that SYNnex Stockholders Approve the Stock Issuance.

SYNnex board of directors unanimously recommends that SYNnex stockholders vote **FOR** the adjournment of the SYNnex special meeting if necessary to solicit additional proxies if there are not sufficient votes to approve the stock issuance at the time of the SYNnex special meeting, or any adjournment or postponement thereof. See SYNnex Proposal II: Adjournment of the SYNnex Special Meeting.

### **Opinion of Convergys' Financial Advisor (See Page 92)**

Convergys retained Centerview Partners LLC, which is referred to in this joint proxy statement/prospectus as Centerview, as financial advisor to Convergys board of directors in connection with the proposed mergers and the other transactions contemplated by the merger agreement, which are collectively referred to as the Transaction throughout this section and the summary of Centerview's opinion below under the caption Convergys Proposal I: Adoption of the Merger Agreement and SYNnex Proposal I: Approval of the Stock Issuance—Opinion of Convergys Financial Advisor. In connection with this engagement, Convergys board of directors requested that Centerview evaluate the fairness, from a financial point of view, to the holders of Convergys common shares (other than Cancelled Shares, Converted Shares and Dissenting Shares (each as defined in the merger agreement), and together with any other Convergys common shares held by any affiliate of Convergys or SYNnex), which are collectively referred to as Excluded Shares throughout this section and the summary of Centerview's opinion below under the caption Convergys Proposal I: Adoption of the Merger Agreement and SYNnex Proposal I: Approval of the Stock Issuance—Opinion of Convergys Financial Advisor of the Consideration proposed to be paid to such holders pursuant to

the merger agreement. On June 28, 2018, Centerview rendered to Convergys' board of directors its oral opinion, which was subsequently confirmed by delivery of a written opinion dated June 28, 2018 that, as of such date and based upon and subject to the assumptions made, procedures followed, matters considered, and qualifications and limitations upon the review undertaken by Centerview in preparing its opinion, the Consideration proposed to be paid to the holders of Convergys common shares (other than Excluded Shares) pursuant to the merger agreement was fair, from a financial point of view, to such holders. For purposes of this joint proxy statement/prospectus, the term Consideration means (i) a portion of a share of SYNEX common stock equal to the exchange ratio and (ii) \$13.25 in cash, without interest, taken together and not separately.

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**The full text of Centerview’s written opinion, dated June 28, 2018, which describes the assumptions made, procedures followed, matters considered, and qualifications and limitations upon the review undertaken by Centerview in preparing its opinion, is attached as Annex B and is incorporated herein by reference. Centerview’s financial advisory services and opinion were provided for the information and assistance of Convergys’ board of directors (in their capacity as directors and not in any other capacity) in connection with and for purposes of its consideration of the Transaction and Centerview’s opinion addressed only the fairness, from a financial point of view, as of the date thereof, to the holders of Convergys common shares (other than Excluded Shares) of the Consideration to be paid to such holders pursuant to the merger agreement. Centerview’s opinion did not address any other term or aspect of the merger agreement or the Transaction and does not constitute a recommendation to any shareholder of Convergys or any other person as to how such shareholder or other person should vote or otherwise act with respect to the Transaction or any other matter.**

**The full text of Centerview’s written opinion should be read carefully in its entirety for a description of the assumptions made, procedures followed, matters considered, and qualifications and limitations upon the review undertaken by Centerview in preparing its opinion.**

### **Opinion of SYNnex’ Financial Advisor (See Page 104)**

In connection with the mergers, Merrill Lynch, Pierce, Fenner & Smith Incorporated, which is referred to in this joint proxy statement/prospectus as BofA Merrill Lynch, delivered to SYNnex’s board of directors a written opinion, dated June 27, 2018, as to the fairness, from a financial point of view and as of the date of the opinion, to SYNnex, of the merger consideration to be paid by SYNnex in the mergers. The full text of the written opinion, dated June 27, 2018, of BofA Merrill Lynch, which describes, among other things, the assumptions made, procedures followed, factors considered and limitations on the review undertaken, is attached as Annex C to this joint proxy statement/prospectus and is incorporated by reference herein in its entirety. BofA Merrill Lynch provided its opinion to SYNnex’s board of directors (in its capacity as such) for the benefit and use of SYNnex’s board of directors in connection with and for purposes of its evaluation of the merger consideration from a financial point of view. BofA Merrill Lynch’s opinion does not address any other aspect of the mergers and no opinion or view was expressed as to the relative merits of the mergers in comparison to other strategies or transactions that might be available to SYNnex or in which SYNnex might engage or as to the underlying business decision of SYNnex to proceed with or effect the mergers. BofA Merrill Lynch’s opinion does not constitute a recommendation as to how any SYNnex stockholder or Convergys shareholder should vote or act in connection with the proposed mergers or any related matter.

### **Ownership of SYNnex Common Stock After the Mergers (See Page 114)**

Based on the number of Convergys common shares outstanding as of August 23, 2018, the most recent practicable date for which such information was available, SYNnex expects to issue approximately 11,277,434 shares of SYNnex common stock to Convergys shareholders upon completion of the mergers and may issue up to approximately 801,000 shares of its common stock upon conversion of Convergys’ outstanding convertible 5.75% junior subordinated convertible debentures due 2029, which are referred to in this joint proxy statement/prospectus as the convertible debentures. The actual number of shares of SYNnex common stock to be issued and reserved for issuance upon completion of the mergers will be determined at the completion of the mergers based on the exchange ratio and the number of Convergys common shares outstanding at that time. Based on the number of Convergys common shares outstanding as of August 23, 2018, and the number of shares of SYNnex common stock outstanding as of August 23, 2018, the most recent practicable date for which such information was available, it is expected that, immediately after completion of the mergers, former Convergys shareholders will own approximately 22% of the outstanding SYNnex common stock excluding the potential issuance of shares upon conversion of Convergys’ outstanding convertible debentures.

Under the terms of the convertible debentures, the mergers will constitute a fundamental change and a make-whole fundamental change. As a result, holders of the convertible debentures will be permitted to choose (i) to convert their convertible debentures at a temporarily increased conversion rate, (ii) to require Convergys to buy back their convertible debentures for a price equal to their principal amount plus accrued but unpaid interest to but excluding the repurchase date, or (iii) to continue holding their convertible debentures. If the closing of the mergers occurs, the holders of the convertible debentures are expected to exercise the right to convert their debentures in accordance with their terms at a temporarily increased conversion rate shortly following the closing



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of the mergers (although the holders' actual decisions will depend upon their judgments based on the prevailing market conditions). Upon conversion following the closing of the mergers, the convertible debentures would be convertible into either cash or a combination of cash and shares of SYNEX common stock, at the election of Merger Sub II, as successor to Convergys, which would then be a subsidiary of SYNEX. As of June 30, 2018, \$125.0 million of aggregate principal amount of the convertible debentures were outstanding.

### **Interests of Convergys' Directors and Executive Officers in the Mergers (See Page 159)**

Convergys' non-employee directors and executive officers may have interests in the mergers that are different from, or in addition to, those of Convergys shareholders generally. These interests include, among others:

Pursuant to the merger agreement, conversion of each outstanding and unvested Convergys RSU and Convergys PSU award into a fixed cash amount, with vesting and payment to occur in certain cases promptly following the completion of the initial merger, and with vesting and payment of cash award amounts that remain subject to service requirements to occur upon the applicable award holder ceasing to be an employee of Convergys and its affiliates by reason of the award holder's death, disability, involuntary termination by Convergys without good cause, or resignation for good reason, in each case prior to the applicable vesting date for such cash award amount; in the case of executive officers only, enhanced severance benefits upon a termination of employment without cause or due to resignation for good reason, in each case, either in anticipation of and within six months prior to, or during the two-year period immediately following, a change of control; and rights to ongoing indemnification and insurance coverage under the terms of the merger agreement.

See Interests of Convergys' Directors and Executive Officers in the Mergers for a more detailed description of these interests. Convergys' board of directors was aware of these interests and considered them, among other matters, in reaching its decisions to approve the merger agreement and the transactions contemplated thereby and to recommend that the shareholders of Convergys approve the merger proposal.

### **Listing of SYNEX Common Stock and Delisting and Deregistration of Convergys Common Shares (See Page 128)**

SYNEX will apply to have the shares of SYNEX common stock to be issued in the initial merger approved for listing on the NYSE, where SYNEX common stock is currently traded. If the mergers are completed, Convergys common shares will no longer be listed on the NYSE and will be deregistered under the Securities Exchange Act of 1934, as amended, which is referred to in this joint proxy statement/prospectus as the Exchange Act.

### **Dissenters' Rights Available to Convergys Shareholders (See Page 123)**

If the merger agreement is adopted by Convergys shareholders, Convergys shareholders who do not vote in favor of the adoption of the merger agreement and who properly demand payment of fair cash value of their shares are entitled to certain dissenters' rights pursuant to Sections 1701.84(A) and 1701.85 of the OGCL. Section 1701.85 generally provides that Convergys shareholders will not be entitled to such rights without strict compliance with the procedures set forth in Section 1701.85, and failure to take any one of the required steps may result in the termination or waiver of such rights.

Specifically, any Convergys shareholder who is a record holder of Convergys common shares on August 31, 2018, the record date for the Convergys special meeting, and whose shares are not voted in favor of the adoption of the merger agreement may be entitled to be paid the fair cash value of such shares of common stock after the completion of the initial merger. To be entitled to such payment, a shareholder must deliver to Convergys a written demand for payment of the fair cash value of the shares held by such shareholder before the vote to adopt the merger agreement is taken, the shareholder must not vote in favor of the adoption of the merger agreement, and the shareholder must otherwise

comply with Section 1701.85. A Convergys shareholder's failure to vote against the adoption of the merger agreement will not constitute a waiver of such shareholder's dissenters' rights, as long as such shareholder does not vote in favor of the adoption of the merger agreement. Any written demand must specify the shareholder's name and address, the number and class of shares held by him, her or it on the record date, and the amount claimed as the fair cash value of such shares of common stock.

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See the text of Sections 1701.84(A) and 1701.85 attached as Annex D to this joint proxy statement/prospectus for specific information on the procedures to be followed in exercising dissenters' rights. Convergys shareholders who wish to seek appraisal of their shares are encouraged to seek the advice of legal counsel with respect to the exercise of dissenters' rights, due to the complexity of the appraisal process.

Convergys shareholders considering seeking payment of fair cash value of their shares should be aware that the fair cash value of their shares as determined pursuant to Section 1701.85 of the OGCL could be more than, the same as, or less than the value of the consideration they would receive pursuant to the merger if they did not seek payment of fair cash value of their shares. If the Convergys common shares are listed on a national securities exchange, such as the NYSE, immediately before the effective time of the initial merger, the fair cash value will be the closing sale price of Convergys common shares as of the close of trading on the day before the vote of the Convergys common shareholders on the adoption of the merger agreement.

For a more complete description of Convergys shareholder's appraisal rights, see Convergys Proposal I: Adoption of the Merger Agreement and SYNEX Proposal I: Approval of the Stock Issuance—Appraisal Rights for Convergys Shareholders.

### **Appraisal or Dissenters' Rights Not Available to SYNEX Stockholders (See Page 124)**

Under Delaware law, SYNEX stockholders will not be entitled to appraisal or dissenters' rights in connection with the mergers.

### **Completion of the Mergers is Subject to Certain Conditions (See Page 135)**

As more fully described in this joint proxy statement/prospectus and in the merger agreement, the obligation of each of SYNEX and the Merger Subs, on the one hand, and Convergys, on the other hand, to complete the mergers is subject to the satisfaction (or waiver, to the extent permitted by applicable law) of a number of conditions, including the following:

- adoption of the merger agreement by holders of at least two-thirds of the outstanding Convergys common shares;
- approval of the stock issuance by the affirmative vote of a majority of the votes cast at the SYNEX special meeting;
- effectiveness of, and absence of any stop order with respect to, the registration statement on Form S-4, of which this joint proxy statement/prospectus forms a part, and no proceeding to that effect has been commenced;
- absence of any injunction by any court having been entered or applicable law adopted that prohibits consummation of the mergers;
- expiration or termination of applicable waiting periods under the HSR Act (such early termination was granted, effective on July 30, 2018) and the completion of all other required antitrust filings, notices, approvals and clearances;
- approval for the listing on the NYSE of the SYNEX common stock to be issued in the initial merger;
- accuracy of the representations and warranties made in the merger agreement by the other party, subject to certain materiality exceptions;
- performance and compliance in all material respects by the other party of the covenants required to be performed or complied by it at or prior to completion of the initial merger; and
- the absence of a material adverse effect on the other party since the date of the merger agreement (see The Merger Agreement—Definition of 'Material Adverse Effect' for the definition of material adverse effect).

SYNEX and Convergys cannot be certain when, or if, the conditions to the mergers will be satisfied or waived, or that the mergers will be completed.

### **The Mergers May Not Be Completed Without All Required Regulatory Approvals (See Page 148)**

Completion of the mergers is conditioned upon the expiration or early termination of the waiting period relating to the mergers under the HSR Act and completion of all other required antitrust filings, notices,

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approvals and clearances, which are collectively referred to in this joint proxy statement/prospectus as the antitrust approvals. Subsequent to such filings, Convergys and SYNEX will respond to inquiries from governmental authorities, or provide any supplemental information that may be requested by governmental authorities, in connection with filings made with such governmental authorities.

Under the HSR Act, certain transactions, including the mergers, may not be completed unless the applicable waiting period requirements have expired or been terminated. The HSR Act provides that each party must file a pre-merger notification with the Federal Trade Commission, which is referred to in this joint proxy statement/prospectus as the FTC, and the Antitrust Division of the U.S. Department of Justice, which is referred to in this joint proxy statement/prospectus as the DOJ. A transaction notifiable under the HSR Act may not be completed until the expiration of a 30-calendar-day waiting period following the parties' filings of their respective HSR Act notification forms or the early termination of that waiting period. If the DOJ or the FTC issues a Request for Additional Information and Documentary Material prior to the expiration of the initial waiting period, the parties must observe a second 30-calendar-day waiting period, which would begin to run only after both parties have substantially complied with the request for additional information, unless the waiting period is terminated earlier.

Each of SYNEX and Convergys filed its required HSR Act notification and report with respect to the mergers on July 19, 2018, and the request for early termination under the HSR Act waiting period was granted effective on July 30, 2018. Both before and after the termination of the waiting period, the FTC and Antitrust Division of the DOJ retain the authority to challenge the mergers on antitrust grounds. In addition, the completion of the mergers is also conditioned upon obtaining consent, authorization, expiration or termination of the merger control waiting period under certain foreign antitrust laws. SYNEX, the Merger Subs and Convergys have submitted and agreed to submit these merger control filings promptly following the submission of their respective HSR Act filings.

In connection with the stock issuance, SYNEX must file a registration statement on Form S-4, of which this joint proxy statement/prospectus forms a part, with the SEC under the Securities Act of 1933, which is referred to in this joint proxy statement/prospectus as the Securities Act, that is declared effective by the SEC. As a condition to the closing of the mergers, no stop order shall be in effect with respect to the Form S-4, of which this joint proxy statement/prospectus forms a part, and no proceedings to that effect commenced.

### **Description of Debt Financing (See Page 128)**

SYNEX anticipates that the total amount of funds necessary to pay the cash portion of the merger consideration and to pay transaction fees and expenses will be approximately \$1,540 million, which amount is subject to adjustment as further described in The Merger Agreement—Merger Consideration. In addition, SYNEX anticipates that the total amount of funds necessary to directly or indirectly pay, repay, repurchase, or settle, as applicable, certain existing indebtedness of Convergys and its subsidiaries will be approximately \$500 million. These amounts will be funded through the takeout facility (defined below) and cash on hand that SYNEX may elect to apply in lieu of borrowing under the takeout facility. Remaining amounts under the takeout facility will be used for general corporate purposes, including, without limitation, permitted acquisitions or dividends.

To provide the debt financing required by SYNEX to consummate the mergers, SYNEX entered into:

(1) a commitment letter, dated June 28, 2018, which is referred to in this joint proxy statement/prospectus as the bridge commitment letter, from JPMorgan Chase Bank, N.A., Bank of America, N.A., and Merrill Lynch, Pierce, Fenner & Smith Incorporated, who are collectively referred to in this joint proxy statement/prospectus in such capacities as the bridge commitment parties, pursuant to which SYNEX received commitments for an aggregate principal amount of \$3.57 billion in financing to provide a senior secured 364-day term loan bridge facility, which is referred to in this joint proxy statement/prospectus as the bridge facility. The bridge facility consisted of two different

tranches of senior secured term loans: the first tranche, which is referred to in this joint proxy statement/prospectus as tranche A of the bridge facility, was for \$1.8 billion in the aggregate; and the second tranche, which is referred to in this joint proxy statement as tranche B of the bridge facility, was for \$1.77 billion in the aggregate. The incurrence of the acquisition-related indebtedness which would be funded by tranche A of the bridge facility or the takeout facility was not permitted under SYNEX's credit agreement dated as of November 27, 2013, among SYNEX, the guarantors party thereto, the lenders party

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thereto and Bank of America, N.A., as agent, and which is referred to in this joint proxy statement/prospectus as the existing credit agreement. On August 7, 2018, SYNEX obtained an amendment to the existing credit agreement in order to permit such acquisition-related indebtedness, and pursuant to the terms of the bridge commitment letter, the commitment with respect to tranche B of the bridge facility was automatically reduced to zero. On August 9, 2018, SYNEX entered into the takeout facility and pursuant to the terms of the bridge commitment letter, the commitment with respect to tranche A of the bridge facility was automatically reduced to zero. As a result of the termination of both tranche A of the bridge facility and tranche B of the bridge facility, there are no remaining financing commitments of the lenders thereunder, and instead, the debt financing will be provided under the takeout facility; and

a credit agreement dated August 9, 2018, which is referred to in this joint proxy statement/prospectus as the takeout facility, with JPMorgan Chase Bank, N.A., as agent, the guarantors party thereto, and the other lenders party thereto, pursuant to which SYNEX has received commitments for a \$1.8 billion 5-year senior secured term loan (2)A facility. The term loan commitments under the takeout facility are subject to customary conditions. The borrower under the takeout facility is SYNEX and the secured obligations of SYNEX under the takeout facility are and will be guaranteed by each existing and subsequently acquired or formed direct and indirect domestic wholly-owned subsidiary of SYNEX, subject to customary exceptions.

The funding under the takeout facility is subject to customary conditions, including conditions that do not relate directly to the conditions to closing in the merger agreement. See *The Merger Agreement—Financing*.

For a more complete description of SYNEX debt financing for the mergers, see *Convergys Proposal I: Adoption of the Merger Agreement and SYNEX Proposal I: Approval of the Stock Issuance—Description of Debt Financing*.

### **SYNEX and Convergys Expect the Mergers to be Completed by the End of Calendar Year 2018 (See Page 132)**

The mergers will occur after the conditions to their completion have been satisfied or, to the extent permitted by applicable law, waived, unless otherwise mutually agreed by the parties. As of the date of this joint proxy statement/prospectus, SYNEX and Convergys expect the mergers to be completed by the end of the calendar year 2018. However, there can be no assurance as to when, or if, the mergers will occur.

### **No Solicitation by Convergys (See Page 143)**

As more fully described in this joint proxy statement/prospectus and in the merger agreement, and subject to the exceptions described below and in the merger agreement, Convergys has agreed not to, among other things, (i) solicit, initiate or knowingly encourage or facilitate the submission of any proposal, or offer or inquiry regarding the making of any proposal or offer that constitutes or would reasonably be expected to lead to a takeover proposal (as hereinafter defined), (ii) engage in, continue or otherwise participate in any discussions or negotiations regarding or furnish to any third party any information in connection with or for the purpose of encouraging or facilitating an acquisition proposal from any third party or (iii) approve or enter into any agreement or letter of intent with respect to an acquisition proposal by a third party.

However, at any time prior to the adoption of the merger agreement by Convergys shareholders, if Convergys receives a *bona fide* unsolicited written takeover proposal from a third party that (i) did not result from a breach of any of the non-solicit provisions and (ii) Convergys board of directors determines in good faith that such takeover proposal constitutes or could reasonably be expected to lead to a superior acquisition proposal, as such term is defined under the caption *The Merger Agreement—No Solicitation*, Convergys is permitted to:

furnish, pursuant to a confidentiality agreement with the third party that has made the takeover proposal, information with respect to Convergys and its subsidiaries to the third party that has made the takeover proposal;

engage in or otherwise participate in discussions and negotiations with the third party that has made such takeover proposal.

Convergys board of directors may change, withdraw or modify its recommendation that Convergys shareholders adopt the merger agreement and recommend a takeover proposal (or terminate the merger agreement



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to enter into an agreement for such alternative transaction), if Convergys' board of directors determines in good faith, after consultation with its independent financial advisors and outside legal counsel, that such takeover proposal constitutes a superior proposal. Additionally, Convergys' board of directors may also change, withdraw or modify its recommendation that Convergys shareholders adopt the merger agreement if it determines in good faith, after consultation with its outside financial advisors and outside legal counsel, that failure to change, withdraw or modify its recommendation would reasonably be expected to be inconsistent with its fiduciary duties (whether or not as a result of a takeover proposal).

In addition, Convergys' board of directors is not permitted to change, withdraw or modify its recommendation that Convergys shareholders adopt the merger agreement or recommend a takeover proposal, unless, before taking that action, Convergys gives SYNEX two business days (four business days, in the event of a takeover proposal) prior written notice that it intends to take that action and, and after considers in good faith any proposed revisions to the merger agreement proposed by SYNEX.

### **Termination of the Merger Agreement (See Page 153)**

As more fully described in this joint proxy statement/prospectus and in the merger agreement, and on the terms and subject to the conditions set forth in the merger agreement, the merger agreement may be terminated at any time before completion of the mergers in any of the following ways:

- by mutual written consent of SYNEX and Convergys; or
- by either SYNEX or Convergys, if:
  - the mergers have not been consummated on or prior to 5:00 p.m. (New York City time), on December 28, 2018, which is referred to in this joint proxy statement/prospectus as the end date, and which may be extended for a period of 90 days by either party in order to obtain any regulatory approvals;
    - a final and nonappealable order of any governmental authority that permanently restrains, enjoins or otherwise prohibits the consummation of the mergers has been issued;
  - Convergys shareholders fail to adopt the merger agreement upon a vote taken on a proposal to adopt the merger agreement at the Convergys special meeting;
  - SYNEX stockholders fail to approve the stock issuance upon a vote taken on a proposal to approve the stock issuance at the SYNEX special meeting; or
  - there has been a breach of any representation or warranty or a breach or failure to perform any covenant or agreement on the part of the other party that would cause the other party to fail to satisfy the applicable condition to completion of the mergers related to accuracy of representations and warranties, performance of covenants and agreements or the absence of a material adverse effect on the other party, and that breach or failure to perform either is incapable of being cured by the end date or has not been cured within 30 days following notice from the non-breaching party of such breach or failure to perform;
- by SYNEX, if, prior to the adoption of the merger agreement by Convergys shareholders:
  - Convergys' board of directors changes withdraws or modifies its recommendation that Convergys shareholders adopt the merger agreement or recommends a takeover proposal; or
  - Convergys has materially breached any of its obligations described under The Merger Agreement—No Solicitation, which breach Convergys knew or should have known was a breach of such obligations; or
- by Convergys, if prior to the approval and adoption of the merger agreement at the Convergys special meeting, Convergys enters into a definitive agreement relating to a superior acquisition proposal.

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### **Termination Fees and Expenses (See Page 155)**

As more fully described in this joint proxy statement/prospectus and in the merger agreement, and subject to the terms and conditions of the merger agreement, Convergys has agreed to pay SYNEX a termination fee of \$74.0 million if the merger agreement is terminated under any of the following circumstances:

by SYNEX, if, prior to the adoption of the merger agreement by the Convergys shareholders:

• Convergys' board of directors changes withdraws or modifies its recommendation that Convergys shareholders adopt the merger agreement or recommends a takeover proposal; or

• Convergys has materially breached any of its obligations described under The Merger Agreement—No Solicitation, which breach Convergys knew or should have known was a breach of such obligations; or

by Convergys, if Convergys terminates the merger agreement to enter into a definitive agreement relating to a superior acquisition proposal.

Furthermore, and as more fully described in this joint proxy statement/prospectus and in the merger agreement, Convergys has agreed to pay SYNEX \$37.0 million if (i) a takeover proposal (as hereinafter defined, but substituting 50% for 20% in the definition thereof) is publicly made and not withdrawn at least four business days prior to the Convergys special meeting, (ii) thereafter the merger agreement is terminated by SYNEX or Convergys because the Convergys shareholders fail to adopt the merger agreement at the Convergys special meeting and (iii) Convergys completes or enters into a definitive agreement with respect to such takeover proposal within the 12 months following such termination, with an additional \$37.0 million payable by Convergys to SYNEX upon the consummation of such alternative transaction.

As more fully described in this joint proxy statement/prospectus and in the merger agreement, and on the terms and subject to the conditions of the merger agreement, Convergys has agreed to pay SYNEX an expense reimbursement fee of \$12.35 million if the merger agreement is terminated by Convergys or SYNEX because Convergys shareholders fail to adopt the merger agreement upon a vote taken on a proposal to adopt the merger agreement at the Convergys special meeting. This expense reimbursement is creditable against any termination fee subsequently payable.

In addition, as more fully described in this joint proxy statement/prospectus and in the merger agreement, and subject to the terms and conditions of the merger agreement, SYNEX has agreed to pay Convergys an expense reimbursement fee of \$12.35 million if the merger agreement is terminated by Convergys or SYNEX because SYNEX stockholders fail to approve the stock issuance upon a vote taken on a proposal to approve the stock issuance at the SYNEX special meeting.

See The Merger Agreement—Termination Fee and Expenses for a more complete description of the circumstances under which Convergys will be required to pay a termination fee or Convergys or SYNEX will be required to pay an expense reimbursement.

### **Specific Performance (See Page 156)**

Under the merger agreement, each of SYNEX and Convergys is entitled to an injunction or injunctions to prevent breaches of the merger agreement and to specifically enforce the terms and provisions of the merger agreement.

### **Material U.S. Federal Income Tax Consequences (See Page 124)**

Although SYNEX and Convergys have agreed to use reasonable best efforts to cause the initial merger, together with the subsequent merger, to qualify as a reorganization within the meaning of Section 368(a) of the Code, there can be no assurance that the mergers will so qualify. In addition, the completion of the mergers is not conditioned on the

mergers qualifying for the intended tax treatment or upon the receipt of an opinion of counsel or IRS ruling to that effect, and whether or not the mergers will qualify for the intended tax treatment depends on facts that will not be known until the mergers are completed. In particular, the intended tax treatment requires that the value of the shares of SYNEX common stock issued to Convergys shareholders in the initial merger, determined as of the completion of the initial merger, represents at least a minimum percentage of the total consideration paid to Convergys shareholders in the initial merger. While there is no specific guidance as to

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precisely what minimum percentage is necessary to satisfy this requirement, it would be satisfied if the SYNEX common stock (valued as of the completion of the initial merger) represents at least 40% of the total merger consideration. Because this test is based on the value of SYNEX common stock as of the completion of the initial merger, a decline in the value of SYNEX common stock could cause this requirement not to be met. Accordingly, no assurance can be given that the mergers will qualify for the intended tax treatment.

If the mergers qualify for the intended tax treatment as further described under Convergys Proposal I: Adoption of the Merger Agreement and SYNEX Proposal I: Approval of the Stock Issuance—Material U.S. Federal Income Tax Consequences, a U.S. holder, as defined in such section, of Convergys common shares generally will not recognize any loss and generally will recognize gain (if any) in an amount equal to the lesser of (i) the amount by which the sum of the fair market value of the shares of SYNEX common stock and cash received by such holder exceeds such holder's tax basis in its Convergys common shares and (ii) the amount of cash received by such holder. If the mergers fail to qualify for the intended tax treatment, as further described under Convergys Proposal I: Adoption of the Merger Agreement and SYNEX Proposal I: Approval of the Stock Issuance—Material U.S. Federal Income Tax Consequences, a U.S. holder of Convergys common shares generally will recognize gain or loss in an amount equal to the difference, if any, between (1) the sum of the fair market value of the shares of SYNEX common stock and the amount of cash received by such holder (including cash received in lieu of a fractional share of SYNEX common stock) and (2) such holder's tax basis in the Convergys common shares surrendered.

Each Convergys shareholder is urged to read the section Convergys Proposal I: Adoption of the Merger Agreement and SYNEX Proposal I: Approval of the Stock Issuance—Material U.S. Federal Income Tax Consequences and to consult its tax advisor to determine the particular U.S. federal, state or local or non-U.S. income or other tax consequences to it of the mergers.

### **Accounting Treatment (See Page 128)**

The mergers will be accounted for as an acquisition of a business. SYNEX will record assets acquired and liabilities assumed from Convergys primarily at their respective fair values at the date of completion of the mergers. Any excess of the purchase price (as described under Note 4 under SYNEX Unaudited Pro Forma Condensed Combined Financial Statements ) over the net fair value of such assets and liabilities will be recorded as goodwill.

### **Rights of Convergys Shareholders Will Change as a Result of the Mergers (See Page 169)**

Convergys shareholders will have different rights once they become SYNEX stockholders due to differences between the organizational documents of SYNEX and Convergys and differences between Delaware law, under which SYNEX is incorporated, and Ohio law, under which Convergys is incorporated. These differences are described in more detail under Comparison of Stockholder Rights.

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The following table presents selected historical consolidated financial data of SYNnex. The selected historical consolidated financial data of SYNnex for each of the years ended November 30, 2017, 2016 and 2015, and as of November 30, 2017 and 2016, are derived from SYNnex audited consolidated financial statements and related notes contained in its Annual Report on Form 10-K for the year ended November 30, 2017, which is incorporated by reference into this joint proxy statement/prospectus. The selected historical consolidated financial data of SYNnex for each of the years ended November 30, 2014 and 2013, and as of November 30, 2015, 2014 and 2013, have been derived from SYNnex audited consolidated financial statements for such years, which have not been incorporated by reference into this joint proxy statement/prospectus.

The selected historical consolidated financial data of SYNnex as of, and for the six months ended May 31, 2018 are derived from SYNnex unaudited consolidated financial statements and related notes contained in its Quarterly Report on Form 10-Q for the quarterly period ended May 31, 2018, which is incorporated by reference into this joint proxy statement/prospectus. The selected historical consolidated financial data of SYNnex as of and for the six months ended May 31, 2017 are derived from SYNnex unaudited consolidated financial statements and related notes contained in its Quarterly Report on Form 10-Q for the quarterly period ended May 31, 2017, which has not been incorporated by reference into this joint proxy statement/prospectus. SYNnex management believes that SYNnex unaudited consolidated financial statements have been prepared on a basis consistent with its audited financial statements and include all normal and recurring adjustments necessary for a fair presentation of the results for each interim period.

You should read the following selected historical consolidated financial data of SYNnex in conjunction with SYNnex audited consolidated financial statements contained in its Annual Report on Form 10-K for the year ended November 30, 2017 and unaudited consolidated financial statements and related notes contained in its Quarterly Report on Form 10-Q for the quarterly period ended May 31, 2018. In particular, see Management's Discussion and Analysis of Financial Condition and Results of Operations and notes to SYNnex above-mentioned consolidated financial statements for significant events affecting the comparability of results as well as material uncertainties regarding SYNnex future financial condition and results of operations. SYNnex acquired the North America and Latin America distribution businesses of Datatec Limited through the purchase of Westcon Group, Inc., a Delaware company, which is referred to in this joint proxy statement/prospectus as Westcon-Comstor Americas, in September 2017, the Minacs group of companies in August 2016 and the Customer Relationship Management business of International Business Machines Corporation in fiscal year 2014, which impact the comparability of financial results with prior periods.

	<b>As of May 31,</b>		<b>As of November 30,</b>				
	<b>2018</b>	<b>2017</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>
	<b>Unaudited</b>						
<b>Balance sheet data (in thousands):</b>							
Cash and cash equivalents	\$ 354,176	\$ 305,566	\$ 550,688	\$ 380,717	\$ 336,072	\$ 180,143	\$ 151,622
Working capital	1,787,528	1,660,266	1,698,571	1,518,498	1,731,624	1,178,260	1,142,355
Total assets	7,315,808	5,528,922	7,698,526	5,215,281	4,444,147	4,713,042	3,325,889
	705,120	510,717	805,471	362,889	92,093	716,257	252,523

Borrowings, current							
Long-term borrowings	1,106,622	579,032	1,136,089	601,095	638,798	264,246	65,405
Total SYNNEX stockholders' equity	2,311,475	2,116,210	2,283,695	1,975,798	1,799,897	1,653,985	1,411,641
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The increase in SYNEX borrowings and stockholders' equity between fiscal year 2013 and 2014 was to fund the acquisition of the Customer Relationship management business of International Business Machines Corporation in fiscal year 2014. The increase in SYNEX borrowings between fiscal year 2015 and fiscal year 2016 and between fiscal year 2016 and fiscal year 2017 was primarily to fund the acquisitions of the Minacs group of companies in August 2016 and Westcon-Comstor Americas in September 2017, respectively.

	<b>Six months ended May 31,</b>		<b>Fiscal years ended November 30,</b>				
	<b>2018</b>	<b>2017</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>
	<b>Unaudited</b>						
<b>Statement of operations data (in thousands, except per share data):</b>							
Products revenue	\$ 8,535,158	\$ 6,504,864	\$ 15,070,871	\$ 12,490,427	\$ 11,936,282	\$ 12,755,264	\$ 10,665,886
Services revenue	989,795	952,273	1,974,829	1,571,410	1,402,115	1,084,326	179,278
Total revenue	9,524,953	7,457,137	17,045,700	14,061,837	13,338,397	13,839,590	10,845,164
Gross profit	843,045	714,028	1,550,940	1,282,965	1,191,791	1,099,004	654,970
Operating income	235,870	226,889	508,965	379,596			