

CONVERGYS CORP  
Form 8-K  
March 16, 2015

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant To Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported):**

**March 13, 2015**

**CONVERGYS CORPORATION**

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

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

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

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

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**201 East Fourth Street**

**Cincinnati, Ohio 45202**

**(Address of principal executive offices)**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On March 13, 2015, Convergys Corporation (the Company ) entered into an amendment (the Amendment ) to the Company s existing accounts receivable securitization facility (the Receivables Purchase Agreement ) with Liberty Street Funding LLC, The Bank of Nova Scotia, as a Purchaser and as Scotiabank Group Agent, and Wells Fargo Bank, N.A., individually as a Purchaser and as Administrative Agent, that changes the financial covenants contained in the Receivables Purchase Agreement so that they are substantially similar to the financial covenants contained in the Company s \$650,000,000 Credit Agreement dated as of February 28, 2014 by and among the Company, the lenders party thereto and certain other entities. As part of the Amendment of the Receivables Purchase Agreement, the maximum Debt/EBITDA ratio increased from 2.75x to 3.0x, and the definitions of the component elements of the ratio were modified.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Document Description
10.1	Amendment No. 7 to Receivables Purchase Agreement dated as of March 13, 2015

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CONVERGYS CORPORATION**

By: /s/ Jarrod B. Pontius  
Name: Jarrod B. Pontius  
Title: Senior Vice President, Deputy  
General

Counsel and Secretary

Dated: March 16, 2015

**EXHIBIT INDEX**

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