

CONVERGYS CORP  
Form 8-K  
April 14, 2016

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**  
**Date of Report (Date of earliest event reported): April 14, 2016**

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

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

**201 East Fourth Street**

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

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

**45202**

**Cincinnati, Ohio**  
**(Address of principal executive offices)** **(Zip Code)**  
**Registrant's telephone number, including area code: (513) 723-7000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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

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

The Company's 2016 Annual Meeting of Shareholders was held on April 14, 2016. The final voting results for each of the proposals submitted for a vote of the shareholders are set forth below.

**Proposal 1**

The shareholders elected each of the nominees as directors to serve until the next annual meeting of shareholders and until their successor is elected. The voting results were as follows:

| <b>Nominee</b>        | <b>For</b> | <b>Withhold</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------|-----------------|-------------------------|
| Andrea J. Ayers       | 80,434,792 | 1,624,094       | 6,896,639               |
| Cheryl K. Beebe       | 80,943,485 | 1,115,413       | 6,896,639               |
| Richard R. Devenuti   | 80,496,194 | 1,562,704       | 6,896,639               |
| Jeffrey H. Fox        | 80,319,588 | 1,739,310       | 6,896,639               |
| Joseph E. Gibbs       | 80,674,042 | 1,384,856       | 6,896,639               |
| Joan E. Herman        | 80,610,740 | 1,448,158       | 6,896,639               |
| Thomas L. Monahan III | 79,934,347 | 2,124,551       | 6,896,639               |
| Ronald L. Nelson      | 79,458,614 | 2,600,284       | 6,896,639               |
| Richard F. Wallman    | 72,407,758 | 9,651,140       | 6,896,639               |

**Proposal 2**

The shareholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2016. The voting results were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 87,699,915 | 929,475        | 292,757        | 33,390                  |

**Proposal 3**

The shareholders approved, on an advisory basis, the compensation of our named executive officers. The voting results were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 79,140,596 | 2,446,311      | 471,991        | 6,896,639               |

**SIGNATURES**

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

**CONVERGYS CORPORATION**

By: /s/ Jarrod B. Pontius  
Jarrod B. Pontius  
General Counsel, Chief Administrative

Officer and Corporate Secretary

Date: April 14, 2016