

CONVERGYS CORP  
Form 8-K  
October 20, 2004

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**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)

**October 20, 2004**

**CONVERGYS CORPORATION**

(Exact name of registrant as specified in its charter)

**Ohio**  
(State or Other Jurisdiction  
  
of Incorporation)

**1-4379**  
(Commission  
  
File Number)

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

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**201 East Fourth Street**

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

**45202**  
(Zip Code)

Registrant's telephone number, including area code

**(513) 723-7000**

(Former name or former address, if changed since last report)

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))
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Form 8-K

Convergys Corporation

**Item 2.02. Results of Operations and Financial Conditions**

On October 20, 2004 Convergys Corporation reported its results for the third quarter ended September 30, 2004. The earnings release for the third quarter ended September 30, 2004 is attached as Exhibit 99.1. The attached exhibit is furnished pursuant to Item 2.02 of Form 8-K.

The earnings release contains non-GAAP financial measures, including pro forma operating income, pro forma net income, pro forma diluted earnings per share and free cash flow, which are not prepared in accordance with GAAP. A reconciliation of these non-GAAP measures to the comparable GAAP measures is included in the financial tables that are part of the earnings release.

These non-GAAP financial measures should not be construed as being more important than comparable GAAP measures. They are presented because Convergys Corporation management uses this information when evaluating the company's results of operations and cash flow and believes that this information provides the users of the financial statements with an additional and useful comparison of the company's current results of operations and cash flows with past and future periods.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits:

99.1 Earnings Release of Convergys Corporation dated October 20, 2004.

**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/ William H. Hawkins II

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William H. Hawkins II  
Senior Vice President General Counsel

and Secretary

Date: October 20, 2004

EXHIBIT INDEX

**Exhibit No.**

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99.1 Earnings Release of Convergys Corporation dated October 20, 2004