

Valentine Andre S
Form 4
October 10, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Valentine Andre S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
201 E. 4TH STREET
(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

CINCINNATI, OH 45202

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

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

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Shares | 10/05/2018 | | D | 2,545.669 | D (1) 0 | I | By 401(k) Plan |
| Common Shares | 10/05/2018 | | D | 1,215.129 | D (2) 235,797 | D | |
| Common Shares | 10/05/2018 | | D | 159,854 | D (3) 75,943 | D | |
| Common Shares | 10/05/2018 | | D | 75,943 | D (4) 0 | D | |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to Buy) | \$ 13.76 | 10/05/2018 | | D | 15,000 | ⁽⁵⁾ 02/04/2021 | Common Shares | 15,000 |
| Stock Options (Right to Buy) | \$ 12.79 | 10/05/2018 | | D | 15,990 | ⁽⁷⁾ 02/10/2012 | Common Shares | 15,990 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Valentine Andre S 201 E. 4TH STREET CINCINNATI, OH 45202 | | | Chief Financial Officer | |

Signatures

/s/ Andrew A. Farwig, attorney-in-fact for Andre S. Valentine 10/10/2018

__Signature of Reporting Person

Date

Explanation of Responses:

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

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

(1) At the Effective Time (as defined in the Agreement and Plan of Merger, dated June 28, 2018 (as amended, the "Merger Agreement"), by and among the Company, SYNEX Corporation, Delta Merger Sub I, Inc. and Concentrix CVG Corporation), these shares were cancelled pursuant to the Merger Agreement in exchange for the right to receive \$33,730.11 in cash and 321.52 shares of SYNEX Corporation common stock having a market value of \$89.14 per share, based on the closing price of SYNEX common stock on October

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5, 2018.

- (2) At the Effective Time, these phantom shares held under the Company's Executive Deferred Compensation Plan were converted into \$29,661.30 in cash based on the closing price of Convergys common stock on October 4, 2018.
- (3) At the Effective Time, these time-based restricted stock units were converted into the right to receive \$3,957,985.04 in cash, which amount will vest and be paid in accordance with the Merger Agreement and the applicable award agreements.
At the Effective Time, these shares were cancelled pursuant to the Merger Agreement in exchange for the right to receive \$1,006,244.75
- (4) in cash and 9,591.60 shares of SYNEX Corporation common stock having a market value of \$89.14 per share, based on the closing price of SYNEX common stock on October 5, 2018.
- (5) The stock options were part of a previously reported grant that vested 50% on February 4, 2013 and 50% on February 4, 2014.
- (6) At the Effective Time, these stock options were cancelled pursuant to the Merger Agreement in exchange for the right to receive \$165,000 in cash.
- (7) The stock options were part of a previously reported grant that vested 50% on February 10, 2014 and 50% on February 10, 2015.
- (8) At the Effective Time, these stock options were cancelled pursuant to the Merger Agreement in exchange for the right to receive \$191,400.30 in cash.

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