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CONVERGYS CORP
Form SC 13D/A
September 17, 2008

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D*
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

Under the Securities Exchange Act of 1934
(Amendment No. 2) (1)

Convergys Corporation

(Name of Issuer)

Common Stock, No Par Value

(Title of Class of Securities)

212485106

(CUSIP Number)

Marc Weingarten, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
(212) 756-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 15, 2008

(Date of Event which Requires
Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 5 Pages)

(1) The remainder of this cover page shall be filled out for a reporting

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12.5%

14 TYPE OF REPORTING PERSON*

IA

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 212485106

SCHEDULE 13D/A

PAGE 3 OF 5 PAGES

The Schedule 13D filed on July 25, 2008 (the "Schedule 13D"), as amended by Amendment No. 1 filed on August 27, 2008 by JANA Partners LLC, a Delaware limited liability company (the "Reporting Person"), relating to the shares ("Shares") of common stock, no par value, of Convergys Corporation, an Ohio corporation (the "Issuer"), is hereby amended as set forth below by this Amendment No. 2 to the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and restated as follows:

The 15,278,280 Shares reported herein by the Reporting Person were acquired at an aggregate purchase price of approximately \$240.2 million. The Shares beneficially owned by the Reporting Person were acquired with investment funds in accounts under management.

Item 5. Interest in Securities of the Company.

Paragraphs (a), (b) and (c) of Item 5 of the Schedule 13D are hereby amended and restated as follows:

(a) The aggregate percentage of Shares reported to be beneficially owned by the Reporting Person is based upon 121,824,301 Shares outstanding, which is the total number of Shares outstanding as of June 30, 2008 as reported in the Issuer's Quarterly Report on Form 10-Q filed on August 1, 2008 for the period ended June 30, 2008.

As of the close of business on September 16, 2008, the Reporting Person may be deemed to beneficially own 15,278,280 Shares constituting approximately 12.5% of the Shares outstanding.

(b) The Reporting Person has sole voting and dispositive powers over the 15,278,280 Shares, which powers are exercised by the Principals.

(c) Information concerning transactions in the Shares effected by the Reporting Person since the filing of the original Schedule 13D on July 25, 2008, including trades that were inadvertently omitted in the Amendment No. 1 to the Schedule 13D filed on August 27, 2008, but which were included in the Form 4's filed on August 8, 15 and 22, is set forth in Appendix A hereto and is

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incorporated herein by reference. All of the transactions in Shares listed were effected in open market purchases on the New York Stock Exchange through various brokerage entities.

CUSIP NO. 212485106

SCHEDULE 13D/A

PAGE 4 OF 5 PAGES

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 17, 2008

JANA PARTNERS LLC

By: /s/ Barry Rosenstein

Name: Barry Rosenstein
Title: Managing Partner

By: /s/ Gary Claar

Name: Gary Claar
Title: General Partner

CUSIP NO. 212485106

SCHEDULE 13D/A

PAGE 5 OF 5 PAGES

APPENDIX A

TRANSACTIONS IN THE SHARES EFFECTED BY THE
REPORTING PERSONS SINCE THE FILING OF THE ORIGINAL SCHEDULE 13D
(UNLESS OTHERWISE STATED, ALL TRANSACTIONS WERE EFFECTED IN THE OPEN MARKET)

DATE OF TRANSACTION

SHARES PURCHASED (SOLD)

PRICE (\$)

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8/6/2008	124,141	12.93
8/6/2008	123,102	13.00
8/6/2008	150,000	13.46
8/7/2008	90,900	13.49
8/8/2008	13,997	13.74
8/8/2008	4,364	13.75
8/13/2008	31,800	14.07
8/13/2008	50,000	14.12
8/14/2008	250,000	14.04
8/20/2008	82,451	14.25
8/20/2008	38,945	14.26
8/25/2008	105,000	14.46
8/25/2008	285,000	14.47
8/25/2008	25,000	14.49
8/26/2008	50,078	14.38
8/26/2008	40,000	14.45
8/26/2008	99,922	14.49
8/27/2008	3,000	14.48
8/27/2008	10,600	14.49
8/27/2008	36,441	14.61
8/27/2008	157,148	14.67
8/28/2008	8,900	14.76
8/28/2008	9,148	14.79
8/29/2008	3,700	14.69
8/29/2008	27,600	14.70
9/02/2008	50,842	15.54
9/02/2008	148,589	15.57
9/02/2008	92,061	15.63

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9/02/2008	263,400	15.66
9/02/2008	63	15.67
9/02/2008	57,600	15.68
9/15/2008	37,384	15.53
9/15/2008	258,900	15.54
9/15/2008	150,000	15.55
9/16/2008	80,478	15.47
9/16/2008	32,751	15.48
9/16/2008	63,000	15.54