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CONVERGYS CORP
Form 8-K
August 13, 2002

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: August 13, 2002

CONVERGYS CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| Ohio | 1-4379 | 31-1598292 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

201 East Fourth Street

| | |
|--|------------|
| Cincinnati, Ohio | 45202 |
| (Address of principal executive offices) | (Zip Code) |

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

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Convergys Corporation

Item 7. Exhibits.

(a) Exhibits:

99.1 Statement Under Oath of Principal Executive Officer and
Principal Financial Officer Regarding Facts and
Circumstances Relating to Exchange Act Filings.

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- 99.2 Statement Under Oath of Principal Executive Officer and Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings.
- 99.3 Certification of Periodic Financial Report By Chief Executive Officer Pursuant to Section 906 of Sarbanes-Oxley Act of 2002.
- 99.4 Certification of Periodic Financial Report By Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Item 9. Regulation FD Disclosure.

On August 13, 2002, James F. Orr, President and Chief Executive Officer of Convergys Corporation, and Steven G. Rolls, Chief Financial Officer of Convergys Corporation, each signed the sworn statement required by SEC Order 4-460. On August 13, 2002, the sworn statements were submitted to the SEC. A copy of each of these statements is attached as Exhibits 99.1 and 99.2 hereto.

On August 13, 2002, James F. Orr, President and Chief Executive Officer of Convergys Corporation, and Steven G. Rolls, Chief Financial Officer of Convergys Corporation, each signed the Certification of Periodic Financial Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 in connection with the Convergys Corporation Form 10-Q for the quarterly period ended June 30, 2002. The Certifications were submitted to the Securities and Exchange Commission on August 13, 2002. A copy of each of these Certifications is attached as Exhibits 99.3 and 99.4 hereto.

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

William H. Hawkins II
General Counsel and Secretary

Date: August 13, 2002

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Exhibit Index

| Exhibit Nos. | Description |
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