

CONVERGYS CORP
Form 8-K
December 27, 2005

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: December 22, 2005

CONVERGYS CORPORATION

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction

of incorporation)

201 East Fourth Street

Cincinnati, Ohio
(Address of principal executive offices)

1-4379
(Commission File Number)

31-1598292
(IRS Employer

Identification No.)

45202
(Zip Code)

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

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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))
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Item 1.02 Terminations of a Material Definitive Agreement

On December 27, 2005, Convergys announced that Steven G. Rolls, its Executive Vice President with responsibility for the Company's Employee Care and Finance and Accounting Business Process Outsourcing businesses, would leave the Company, effective January 31, 2006. Pursuant to the terms of his employment agreement, upon termination of employment, Mr. Rolls will receive the payments and other benefits as are described in Section 13D of his employment agreement (which has been filed as an exhibit to the Company's Form 10-K for the year ended December 31, 1998) and payments under the restricted stock unit awards and performance cash unit awards in accordance with the terms of those award agreements (which have been filed as exhibits to the Company's Form 10-K for the year ended December 31, 2004). Mr. Rolls' annual base salary and bonus target for 2005 and at the time of termination of his employment is, and will be, \$450,000 and \$390,000, respectively.

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

Senior Vice President, General Counsel

and Secretary

Date: December 27, 2005