

CONVERGYS CORP  
Form 8-A12B/A  
December 01, 2008

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

**FORM 8-A/A**  
**(Amendment No. 1)**

**FOR REGISTRATION OF CERTAIN CLASSES OF**  
**SECURITIES**

**Pursuant to Section 12(b) or (g)**  
**of the Securities Exchange Act of 1934**

**CONVERGYS CORPORATION**

**(Exact Name of Registrant as Specified in its Charter)**

**Ohio**  
**(State or Incorporation)**

**31-1598292**  
**(IRS Employer)**

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or Organization)

Identification Number)

201 East Fourth Street

Cincinnati, Ohio  
(Address of Principal Executive Offices)

45202  
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: N/A

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class to be so                   | Name of Each Exchange on Which                            |
|--|---|
| Registered<br>Common Shares, without par value | Each Class is to be Registered<br>New York Stock Exchange |

Securities to be registered pursuant to Section 12(g) of the Act:

NONE  
(Title of Each Class)

**Item 1. Description of Securities to be Registered.**

Reference is hereby made to the Registration Statement on Form 8-A filed by Convergys Corporation (the Company) with the Securities and Exchange Commission on December 23, 1998 relating to the Rights Agreement (the Rights Agreement), dated as of November 30, 1998, between the Company and Computershare Trust Company, N.A. (as successor for the Fifth Third Bank, N.A.), as Rights Agent. Such Registration Statement on Form 8-A is hereby incorporated by reference herein.

The Company entered into an amendment (the Amendment) dated December 1, 2008, between the Company and Computershare Trust Company, N.A. (the Rights Agent), to the Rights Agreement. The Amendment extends the Final Expiration Date (as defined in the Rights Agreement) to June 30, 2009.

The foregoing description of the Amendment is qualified in its entirety by reference to the Amendment filed as Exhibit 4.2 hereto and to the Rights Agreement, which is filed as Exhibit 4.1 to the Registration Statement on Form 8-A filed by the Company with the Securities and Exchange Commission on December 23, 1998, each of which is incorporated by reference herein.

**Item 2. Exhibits.**

| <b>Exhibit No.</b> | <b>Document Designation</b>  |
|--------------------|--|
| 4.1                | Rights Agreement, dated as of November 30, 1998, between Convergys Corporation and Computershare Trust Company, N.A. (as successor for the Fifth Third Bank, N.A.), as Rights Agent, which includes as Exhibit A thereto the Form of Certificate of Amendment of the Amended Articles of Incorporation of Convergys Corporation providing for a series of Voting Preferred Shares and designating such shares as Series A Preferred Shares, as Exhibit B thereto the Form of Rights Certificate, and as Exhibit C thereto the Summary of Rights to Purchase Preferred Shares (filed as Exhibit 4.1 to Convergys Corporation's Registration Statement on Form 8-A filed with the Securities and Exchange Commission on December 23, 1998) |
| 4.2                | Amendment No. 1, dated December 1, 2008, to the Rights Agreement, dated as of November 30, 2008, between Convergys Corporation and Computershare Trust Company, N.A. (as successor for the Fifth Third Bank, N.A.), as Rights Agent*   |

\* Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Company has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

CONVERGYS CORPORATION

Dated: December 1, 2008

By: /s/ Karen R. Bowman

Name: Karen R. Bowman

Title: Senior Vice President, General Counsel and Corporate Secretary

EXHIBIT INDEX

| <b>Exhibit Number</b> | <b>Description</b>   |
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