

CONVERGYS CORP
Form 425
September 10, 2009

Filed by: Convergys Corporation
Pursuant to Rule 425 under the Securities Act of 1933
Subject Company: Convergys Corporation.
Commission File No.: 1-14379

CONVERGYS CORPORATION

The following is the text of the website that is being maintained at www.dfking.com/convergys in connection with Convergys Corporation's offer to exchange up to \$125,000,000 aggregate principal amount of its new 5.75% Convertible Senior Debentures due 2029 for its outstanding 4.875% Senior Notes due 2009.
Last Updated: [TIME OF DAY]

Indicative Average VWAP, Initial Conversion Price and Initial Conversion Rate for Convergys Corporation Exchange Offer

On September 9, 2009, Convergys Corporation (the Company) commenced an offer to exchange up to up to \$125,000,000 aggregate principal amount of 5.75% Junior Subordinated Convertible Debentures due 2029 (the 2029 Debentures) for up to \$122,549,019 aggregate principal amount of its outstanding 4.875% Senior Notes due 2009 (the 2009 Senior Notes). On this page, the Company will periodically provide an indicative average VWAP (as defined in the Prospectus relating to the exchange offer (the Prospectus)) and the resulting indicative initial conversion price and initial conversion rate with respect to the 2029 Debentures, each calculated as described in the Prospectus.

| | | |
|---|----|----------------|
| Indicative Average VWAP: | \$ | [] |
| Indicative Initial Conversion Price: | \$ | [] |
| Indicative Initial Conversion Rate: | | [] |
| Minimum Conversion Price: | | \$11.93 |

The definitive Average VWAP, initial conversion price and initial conversion rate will each be calculated as described in the Prospectus and may be substantially different from the comparable indicative information displayed above. The definitive Average VWAP, initial conversion price and initial conversion rate will be announced by 9:00 a.m., New York City time, on October 5, 2009. The exchange offer will expire at midnight, New York City time, on October 6, 2009, unless extended. Further information regarding the exchange offer can be found using the links below.

- [Link to Prospectus](#)
- [Link to Letter of Transmittal](#)
- [Link to Notice of Guaranteed Delivery](#)
- [Link to Notice of Withdrawal](#)

Rule 425 Legend

Non-Solicitation

This disclosure shall not constitute an offer to sell, buy or exchange or the solicitation of an offer to sell, buy or exchange any securities, nor shall there be any sale, purchase or exchange of securities in any jurisdiction in which such offer, solicitation, sale, purchase or exchange would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Additional Information

The Company has filed a registration statement (the "Registration Statement") relating to the exchange offer with the Securities and Exchange Commission (the "SEC") and such Registration Statement has been declared effective. Copies of the Prospectus, which is contained in the Registration Statement, and the related Letter of Transmittal will be made available to holders of 2009 Senior Notes and may be obtained from D.F. King & Co., Inc., the Information Agent for the exchange offer, at (800) 290-6427 (U.S. toll free) or (212) 269-5550. The Prospectus and the related Letter of Transmittal will also be available free of charge at the SEC's website at www.sec.gov or by contacting the Company's Corporate Secretary's Office at 201 East Fourth Street, Cincinnati, Ohio 45202, telephone number (513) 723-7000. Before any holder tenders 2009 Senior Notes or otherwise makes any investment decision with respect to 2009 Senior Notes or 2029 Debentures, the holder is urged to read the Prospectus, which is contained in the Registration Statement, and the other documents that the Company has filed or will file with the SEC, including the documents that are incorporated by reference into the Prospectus, because such documents contain important information.