

CONVERGYS CORP  
Form 8-K  
October 22, 2003

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**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: October 21, 2003**

**CONVERGYS CORPORATION**

(Exact name of registrant as specified in its charter)

**Ohio**  
(State or other jurisdiction  
of incorporation)

**1-4379**  
(Commission  
File Number)

**31-1598292**  
(IRS Employer  
Identification No.)

201 East Fourth Street

45202

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**Cincinnati, Ohio**  
(Address of principal executive offices)

(Zip Code)

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

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**Item 9. Regulation FD Disclosure and Item 12. Results of Operations and Financial Conditions**

On October 21, 2003, Convergys Corporation reported its results for the third quarter ended September 30, 2003. The earnings release for the third quarter ended September 30, 2003 is attached as Exhibit 99.1. The attached exhibit is furnished pursuant to Item 9 and Item 12 of Form 8-K.

The earnings release contains non-GAAP financial measures, including pro forma net income and pro forma diluted earnings per share, which are not prepared in accordance with GAAP. A reconciliation of these non-GAAP measures to the comparable GAAP measures is included in the financial tables that are part of the earnings release. In addition to the non-GAAP financial measures contained in the earnings release, during the one-hour conference call scheduled on Wednesday, October 22, at 10:00 AM, EDT, to discuss the company's third quarter results, Convergys will disclose free cash flow, which is a non-GAAP financial measure defined as cash flows from operations less the change in the balance of the accounts receivable securitization and capital expenditures. A reconciliation of free cash flow to the comparable GAAP measure is available at [www.convergys.com](http://www.convergys.com) in the section "Invest in Convergys."

These non-GAAP financial measures should not be construed as being more important to comparable GAAP measures. They are presented because Convergys Corporation management uses this information when evaluating the company's results of operations and cash flow and believes that this information provides the users of the financial statements with an additional and useful comparison of the company's current results of operations and cash flows with past and future periods.

**Item 7. Exhibits**

(c) Exhibits:

99.1 Earnings Release of Convergys Corporation dated October 21, 2003.

**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: October 21, 2003

**EXHIBIT INDEX**

**Exhibit No.**

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99.1

Earnings Release of Convergys Corporation dated October 21, 2003