

Valentine Andre S
Form 4
October 10, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Valentine Andre S

(Last) (First) (Middle)
201 E. 4TH STREET
(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CONVERGYS CORP [CVG]

3. Date of Earliest Transaction (Month/Day/Year)
10/05/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares	10/05/2018		D	2,545.669	D (1) 0	I	By 401(k) Plan
Common Shares	10/05/2018		D	1,215.129	D (2) 235,797	D	
Common Shares	10/05/2018		D	159,854	D (3) 75,943	D	
Common Shares	10/05/2018		D	75,943	D (4) 0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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5, 2018.

- (2) At the Effective Time, these phantom shares held under the Company's Executive Deferred Compensation Plan were converted into \$29,661.30 in cash based on the closing price of Convergys common stock on October 4, 2018.
- (3) At the Effective Time, these time-based restricted stock units were converted into the right to receive \$3,957,985.04 in cash, which amount will vest and be paid in accordance with the Merger Agreement and the applicable award agreements.
At the Effective Time, these shares were cancelled pursuant to the Merger Agreement in exchange for the right to receive \$1,006,244.75
- (4) in cash and 9,591.60 shares of SYNEX Corporation common stock having a market value of \$89.14 per share, based on the closing price of SYNEX common stock on October 5, 2018.
- (5) The stock options were part of a previously reported grant that vested 50% on February 4, 2013 and 50% on February 4, 2014.
- (6) At the Effective Time, these stock options were cancelled pursuant to the Merger Agreement in exchange for the right to receive \$165,000 in cash.
- (7) The stock options were part of a previously reported grant that vested 50% on February 10, 2014 and 50% on February 10, 2015.
- (8) At the Effective Time, these stock options were cancelled pursuant to the Merger Agreement in exchange for the right to receive \$191,400.30 in cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.