

CONVERGYS CORP
Form 8-K
September 23, 2004

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: September 21, 2004

CONVERGYS CORPORATION

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction

1-4379
(Commission File Number)

31-1598292
(IRS Employer

of incorporation)

Identification No.)

201 East Fourth Street

Cincinnati, Ohio
(Address of principal executive offices)

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 1.01. Entry into a Material Definitive Agreement

and

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant
Subsection 2.03(b)**

Convergys Corporation maintains a \$200,000,000 accounts receivable securitization agreement with Falcon Asset Securitization Corporation (Falcon) and Fifth Third Bank (Fifth Third). Pursuant to the terms of the November 20, 2003 agreement, Convergys Funding Corporation, a wholly owned, consolidated subsidiary of Convergys Corporation, sells to Falcon and Fifth Third on a revolving basis an undivided percentage interest in designed pools of accounts receivable. The parties have executed an amendment, effective as of September 21, 2004, to extend the term of the agreement through December 19, 2004 and to redefine certain definitions regarding eligible receivables.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

10 Amendment No. 2 to Receivables Purchase Agreement.

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: September 23, 2004

Exhibit Index

<u>Exhibit Nos.</u>	<u>Description</u>
10	Amendment No. 2 to Receivables Purchase Agreement.