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CONVERGYS CORP
Form SC 13D/A
December 28, 2009

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D*
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

Under the Securities Exchange Act of 1934
(Amendment No. 8) (1)

Convergys Corporation

(Name of Issuer)

Common Stock, No Par Value

(Title of Class of Securities)

212485106

(CUSIP Number)

Marc Weingarten, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
(212) 756-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 23, 2009

(Date of Event which Requires
Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes)

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 1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

 JANA Partners LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

 AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT
 TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

 Delaware

7 SOLE VOTING POWER

 8,118,418 (excluding 18,377 time-based
 restricted stock units)

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON WITH
 8 SHARED VOTING POWER
 -0-

9 SOLE DISPOSITIVE POWER

 8,118,418 (excluding 18,377 time-based
 restricted stock units)

10 SHARED DISPOSITIVE POWER

 -0-

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

8,118,418 (excluding 18,377 time-based
restricted stock units)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.6%

14 TYPE OF REPORTING PERSON*
IA

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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The Schedule 13D filed on July 25, 2008 (the "Schedule 13D"), as amended by Amendment No. 1 filed on August 27, 2008, Amendment No. 2 filed on September 17, 2008, Amendment No. 3 filed on October 20, 2008, Amendment No. 4 filed on February 5, 2009, Amendment No. 5 filed on May 4, 2009, Amendment No. 6 filed on June 3, 2009, and Amendment No. 7 filed on August 6, 2009 by JANA Partners LLC, a Delaware limited liability company (the "Reporting Person"), relating to the shares ("Shares") of common stock, no par value, of Convergys Corporation, an Ohio corporation (the "Issuer"), is hereby amended as set forth below by this Amendment No. 8 to the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby supplemented as follows:

On December 23, 2009, the Issuer and the Reporting Person, an affiliate of a shareholder of the Issuer, amended (the "Amendment") the Settlement Agreement dated February 4, 2009 by and among the Reporting Person and the Issuer. The Amendment extends the date from January 1, 2010 until February 1, 2010 for the Reporting Person to request that 2 additional directors be appointed to the Board not later than 30 days prior to the Issuer's 2010 annual meeting. A copy of the Amendment is attached hereto as Exhibit A and incorporated herein by reference.

Item 5. Interest in Securities of the Company.

Paragraphs (a) and (c) of Item 5 of the Schedule 13D are hereby amended and restated as follows:

(a) The aggregate percentage of Shares reported to be beneficially owned by the Reporting Person is based upon 122,969,751 Shares outstanding, which is the total number of Shares outstanding as of September 30, 2009 as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 4, 2009 for the period ended September 30, 2009.

As of the close of business on December 28, 2009, the Reporting Person may

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be deemed to beneficially own 8,118,418 Shares (excluding 18,377 time-based restricted stock units) constituting approximately 6.6% of the Shares outstanding.

(c) There have been no transactions in the Shares effected by the Reporting Person during the past sixty days.

Item 7. Material to be Filed as Exhibits.

1. Exhibit A: Amendment to the Settlement Agreement dated December 23, 2009.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 28, 2009

JANA PARTNERS LLC

By: /s/ Jennifer Fanjiang

Name: Jennifer Fanjiang
Title: Deputy General Counsel