

CONVERGYS CORP
Form 8-K
April 14, 2016

UNITED STATES
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 (Date of earliest event reported): April 14, 2016

CONVERGYS CORPORATION
(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction
of incorporation)

201 East Fourth Street

1-14379
(Commission
File Number)

31-1598292
(IRS Employer
Identification No.)

45202

Cincinnati, Ohio
(Address of principal executive offices) **(Zip Code)**
Registrant's telephone number, including area code: (513) 723-7000

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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company's 2016 Annual Meeting of Shareholders was held on April 14, 2016. The final voting results for each of the proposals submitted for a vote of the shareholders are set forth below.

Proposal 1

The shareholders elected each of the nominees as directors to serve until the next annual meeting of shareholders and until their successor is elected. The voting results were as follows:

| Nominee | For | Withhold | Broker Non-Votes |
|-----------------------|------------|-----------------|-------------------------|
| Andrea J. Ayers | 80,434,792 | 1,624,094 | 6,896,639 |
| Cheryl K. Beebe | 80,943,485 | 1,115,413 | 6,896,639 |
| Richard R. Devenuti | 80,496,194 | 1,562,704 | 6,896,639 |
| Jeffrey H. Fox | 80,319,588 | 1,739,310 | 6,896,639 |
| Joseph E. Gibbs | 80,674,042 | 1,384,856 | 6,896,639 |
| Joan E. Herman | 80,610,740 | 1,448,158 | 6,896,639 |
| Thomas L. Monahan III | 79,934,347 | 2,124,551 | 6,896,639 |
| Ronald L. Nelson | 79,458,614 | 2,600,284 | 6,896,639 |
| Richard F. Wallman | 72,407,758 | 9,651,140 | 6,896,639 |

Proposal 2

The shareholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2016. The voting results were as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 87,699,915 | 929,475 | 292,757 | 33,390 |

Proposal 3

The shareholders approved, on an advisory basis, the compensation of our named executive officers. The voting results were as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 79,140,596 | 2,446,311 | 471,991 | 6,896,639 |

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/ Jarrod B. Pontius
Jarrod B. Pontius
General Counsel, Chief Administrative

Officer and Corporate Secretary

Date: April 14, 2016