

APAC CUSTOMER SERVICE INC  
Form 8-K  
February 19, 2009  
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): February 18, 2009

APAC Customer Services, Inc.

---

(Exact name of registrant as specified in its charter)

|   |                          |                     |
|---|--------------------------|---------------------|
| Illinois  | 0-26786                  | 36-2777140          |
| (State or other jurisdiction                        | (Commission File Number) | (I.R.S. Employer    |
| of incorporation)                                   |                          | Identification No.) |
| 2333 Waukegan Road, Suite 100,                      | 60015                    |                     |
| Bannockburn, Illinois                               |                          |                     |
| (Address of principal executive offices)            | (Zip Code)               |                     |
| Registrant's telephone number, including area code: | 847-374-4980             |                     |

Not Applicable

---

Former name or former address, if changed since last report

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:

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 2.02 Results of Operations and Financial Condition.**

On February 18, 2009, APAC Customer Services, Inc. (the "Company") issued a press release setting forth the Company's financial results for the fourth fiscal quarter and full year ended December 28, 2008. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

99.1 Press Release, dated February 18, 2009, of the Company.

This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Generally, forward-looking statements include expressed expectations, estimates and projections of future events and financial performance and the assumptions on which these expressed expectations, estimates and projections are based. Statements that are not historical facts, including statements about the beliefs and expectations of the company and its management are forward-looking statements. All forward-looking statements are inherently uncertain as they are based on various expectations and assumptions about future events, and they are subject to known and unknown risks and uncertainties and other factors that can cause actual events and results to differ materially from historical results and those projected. Such statements are based upon the current beliefs and expectations of the company's management. The company intends its forward-looking statements to speak only as of the date on which they were made. The company expressly undertakes no obligation to update or revise any forward-looking statements as a result of changed assumptions, new information, future events or otherwise.

The following factors, among others, could cause the company's actual results to differ from historic results or those expressed or implied in the forward-looking statements: its revenue is generated from a limited number of clients and the loss of one or more significant clients could have a material adverse effect on the company; terms of its client contracts; its ability to return to profitability; its ability to continue to reduce costs and achieve efficiencies; availability of cash flows from operations and borrowing availability under its revolving loan facility; its ability to comply with, or obtain waivers of or changes to, its debt covenants; its ability to effectively manage customer care center capacity and off-shore growth; its ability to conduct business internationally, including managing foreign currency exchange risks; its ability to attract and retain qualified employees; and fluctuations in revenue associated with the company's Medicare Part D enrollment and customer care programs.

Other reasons that may cause actual results to differ from historic results or those expressed or implied in the forward-looking statements can be found in the company's Annual Report on Form 10-K for the year ended December 30, 2007 and its subsequent filing on Form 10-Q for the fiscal quarters ended March 30, 2008; June 29, 2008; and September 28, 2008. These filings are available on a website maintained by the SEC at <http://www.sec.gov>.

The information included in Exhibit 99.1 hereto shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, nor shall it be deemed incorporated by reference into any filings made under the Securities Act of 1933, except as expressly set forth by specific reference to any such filing.

---

**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.

APAC Customer Services, Inc.

*February 18, 2009 By: /s/ Andrew B. Szafran*

*Name: Andrew B. Szafran*

*Title: SVP & CFO*

---

EXHIBIT INDEX

Exhibit Number

Exhibit Description

99.1

Press Release, dated February 18, 2009 of APAC Customer Services, Inc.