

CONVERGYS CORP
Form 8-K
January 21, 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: January 20, 2004

CONVERGYS CORPORATION

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction
of incorporation)

1-4379
(Commission File Number)

31-1598292
(IRS Employer
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

Item 12. Results of Operations and Financial Conditions

On January 20, 2004 Convergys Corporation reported its results for the fourth quarter ended December 31, 2003. The earnings release for the fourth quarter ended December 31, 2003 is attached as Exhibit 99.1. The attached exhibit is furnished pursuant to Item 12 of Form 8-K.

The earnings release contains non-GAAP financial measures, including pro forma operating income, pro forma net income and pro forma diluted earnings per share, which are not prepared in accordance with GAAP. A reconciliation of these non-GAAP measures to the comparable GAAP measures is included in the financial tables that are part of the earnings release. In addition to the non-GAAP financial measures contained in the earnings release, during the one-hour conference call scheduled on Wednesday, January 21, at 10:00 AM, EST, to discuss the company's fourth quarter results, Convergys will disclose free cash flow, which is a non-GAAP financial measure defined as cash flows from operations less the change in the balance of the accounts receivable securitization and capital expenditures. A reconciliation of free cash flow to the comparable GAAP measure is available at www.convergys.com in the section Invest in Convergys.

These non-GAAP financial measures should not be construed as being more important than comparable GAAP measures. They are presented because Convergys Corporation management uses this information when evaluating the company's results of operations and cash flow and believes that this information provides the users of the financial statements with an additional and useful comparison of the company's current results of operations and cash flows with past and future periods.

Item 7. Financial Statements and Exhibits

(c) Exhibits:

99.1 Earnings Release of Convergys Corporation dated January 20, 2004.

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: January 20, 2004

EXHIBIT INDEX

Exhibit No.

99.1 Earnings Release of Convergys Corporation dated January 20, 2004