

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: NOVEMBER 19, 1998

CONVERGYS CORPORATION

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Ohio	1-4379	31-1598292
(State or Other Jurisdiction of Incorporation No.)	(Commission File Number)	(IRS Employer Identification)

201 East Fourth Street	
Cincinnati, Ohio	45202
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (513) 397-5364

Item 5. Acquisition or Disposition of Assets.

On November 19, 1998, Cincinnati Bell Inc. announced that it has set the distribution ratio and record date for the previously announced distribution of Convergys Corporation, its 90%-owned customer-care and billing business. Cincinnati Bell shareholders of record at the close of business on December 1, 1998, will receive one share of Convergys Corporation for each share of Cincinnati Bell Inc. owned on that date, or approximately 137 million shares in the aggregate. The distribution will be effective on December 31, 1998. After the distribution, Cincinnati Bell will not have any ownership interest in Convergys Corporation. Additional information concerning the distribution is contained in a letter that will be sent to all Cincinnati Bell shareholders, a copy of which is being filed as Exhibit 20 to this Form 8-K.

(c) Exhibits.

20 Letter to Cincinnati Bell shareholders dated November 19, 1998.

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/ Steven G. Rolls

Steven G. Rolls
Chief Financial Officer

Date: November 24, 1998

Index to Exhibits

Exhibit Description

20 Letter to Cincinnati Bell shareholders dated November 19, 1998.

EXHIBIT 20

201 E. Fourth Street
P O Box 2301
Cincinnati, Ohio 45201

[CINCINNATI BELL LOGO]

November 19, 1998

Dear Cincinnati Bell Shareholder:

Last April 27, we advised you that we had decided to create a new company, Convergys, made up of CBIS, MATRIXX Marketing and our share of a cellular partnership with Ameritech. We also said we would have a public offering of a small portion of Convergys shares, followed by a distribution of the balance of Convergys shares to you, the Cincinnati Bell shareholders. We're pleased to tell you that we expect to complete that effort, as a result of which you will own shares in two companies with outstanding track records and very exciting futures.

Convergys is a leading global provider of integrated customer management and information management solutions, and also holds our cellular partnership interest. Cincinnati Bell is now an innovative, growth-oriented communications provider with new leadership, excellent service, and many exciting new voice, wireless, data and Internet communications products.

While both businesses are strong, they are also quite different. Your Board of Directors has determined that separating them will allow each to focus solely on how best to create long-term value for its shareholders.

In August, Convergys sold nearly 15 million shares, or about 10 percent of the company, in a public offering. Proceeds were used to pay down debt. We intend to distribute the remaining Convergys shares to you at the end of this year. **FOR EACH CINCINNATI BELL SHARE YOU OWN ON DECEMBER 1, 1998, THE RECORD DATE FOR THIS TRANSACTION, YOU WILL ALSO OWN ONE SHARE OF CONVERGYS, EFFECTIVE DECEMBER 31.**

You do not need to take any action to participate in this distribution. Registered Cincinnati Bell shareholders will receive a stock certificate for Convergys shares about six weeks from now. Holdings of Cincinnati Bell shares in accounts with securities firms or other fiduciaries will be matched with Convergys shares. After December 31, you can follow the value of your current Cincinnati Bell investment by following the combined values of your Cincinnati Bell shares and your Convergys shares.

In the coming weeks, we will send information you can use to determine the cost basis of your Convergys and Cincinnati Bell shares. We also will tell participants in certain employee benefit plans how the spin-off will affect them.

If you have questions about your Cincinnati Bell shares, please call our transfer agent, Fifth Third Bank, at (800) 837-2755 (579-5320 in Cincinnati). Cincinnati Bell will provide up-to-date information on the spin-off and other news of interest to investors on our web site, www.cinbellinc.com, and on our Shareowner Information Line, (800) 345-6301.

On behalf of your Board of Directors, we thank you for your continuing support of Cincinnati Bell, and hope you will continue to invest with us as shareholders of both Cincinnati Bell and Convergys.

/s/ Charles S. Mechem, Jr.

Charles S. Mechem, Jr.
Chairman of the Board
Officer

/s/ John T. LaMacchia

John T. LaMacchia
President and Chief Executive

End of Filing