

CONVERGYS CORP
Form 10-Q
August 07, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission file number 1-14379

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

Incorporated under the laws of the State of Ohio
201 East Fourth Street, Cincinnati, Ohio 45202
I.R.S. Employer Identification Number 31-1598292
Telephone - Area Code (513) 723-7000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☐ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer (Do not check if a smaller reporting company) ☐ Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☐

At June 30, 2018, there were 91,084,516 common shares outstanding, excluding amounts held in treasury of 1,802,500.

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PART I - FINANCIAL INFORMATION

ITEM 1. FINICIAL STATEMENTS

CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
(Amounts in millions except per share amounts)	2018	2017	2018	2017
Revenues	\$649.4	\$686.8	\$1,323.6	\$1,414.4
Costs and Expenses:				
Cost of providing services and products sold ⁽¹⁾	407.8	426.7	825.5	876.9
Selling, general and administrative	169.3	174.1	341.7	351.6
Depreciation	22.0	27.1	45.8	54.5
Amortization	6.1	7.3	13.1	14.5
Restructuring charges	9.9	1.7	28.8	16.7
Transaction and integration costs	10.2	1.1	10.2	2.6
Total costs and expenses	625.3	638.0	1,265.1	1,316.8
Operating Income	24.1	48.8	58.5	97.6
Other income, net	2.0	1.6	1.5	2.9
Interest expense	(4.1)	)(4.3)	)(8.6)	)(9.6)
Income before Income Taxes	22.0	46.1	51.4	90.9
Income tax expense	8.1	6.3	7.7	13.2
Net Income	\$13.9	\$39.8	\$43.7	\$77.7
Basic Earnings per Common Share	\$0.15	\$0.42	\$0.48	\$0.83
Diluted Earnings per Common Share	\$0.14	\$0.40	\$0.44	\$0.77
Weighted Average Common Shares Outstanding:				
Basic	91.2	93.7	91.4	94.0
Diluted	97.9	100.1	98.3	100.6
Cash dividends declared per share	\$0.11	\$0.10	\$0.21	\$0.19

(1) Exclusive of depreciation and amortization, with the exception of amortization of deferred charges.

The accompanying notes are an integral part of the Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	2018	2017	2018	2017
Net Income	\$13.9	\$39.8	\$43.7	\$77.7
Other Comprehensive (Loss) Income, net of tax:				
Foreign currency translation adjustments	(12.8)	9.5	(6.4)	12.5
Change related to pension liability	1.6	0.8	(2.9)	1.7
Unrealized (loss) gain on hedging activities	(11.5)	5.0	(31.6)	15.7
Total other comprehensive (loss) income	(22.7)	15.3	(40.9)	29.9
Total Comprehensive (Loss) Income	(\$8.8)	\$55.1	\$2.8	\$107.6

The accompanying notes are an integral part of the Consolidated Financial Statements.

CONSOLIDATED BALANCE SHEETS

(Amounts in millions)	(Unaudited)	
	At June 30, 2018	At December 31, 2017
ASSETS		
Current Assets:		
Cash and cash equivalents	\$51.5	\$193.7
Short-term investments	12.4	13.5
Receivables, net of allowances of \$4.7 and \$4.8	547.1	567.2
Prepaid expenses	39.1	35.9
Other current assets	55.8	47.4
Total current assets	705.9	857.7
Property and equipment, net	226.2	260.0
Goodwill	933.6	937.9
Other intangibles, net	272.2	287.3
Deferred income tax assets	24.6	21.3
Other assets	42.2	50.5
Total Assets	\$2,204.7	\$2,414.7
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Debt and capital lease obligations maturing within one year	\$0.4	\$0.9
Payables and other current liabilities	317.2	322.1
Total current liabilities	317.6	323.0
Long-term debt and capital lease obligations	119.5	267.7
Deferred income tax liabilities	209.1	222.6
Accrued pension liabilities	90.2	94.7
Other long-term liabilities	59.6	69.5
Total liabilities	796.0	977.5
Convertible debentures conversion feature	58.4	59.5
Shareholders' Equity:		
Preferred shares—without par value, 5.0 authorized; none issued or outstanding	—	—
Common shares—without par value, 500.0 authorized; 92.9 and 92.5 issued, 91.1 and 91.8 outstanding, as of June 30, 2018 and December 31, 2017, respectively	8.2	2.5
Treasury stock—1.8 and 0.6 shares as of June 30, 2018 and December 31, 2017, respectively	(42.8)	(16.0)
Retained earnings	1,492.4	1,457.8
Accumulated other comprehensive loss	(107.5)	(66.6)
Total shareholders' equity	1,350.3	1,377.7
Total Liabilities and Shareholders' Equity	\$2,204.7	\$2,414.7

The accompanying notes are an integral part of the Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	Six Months Ended June 30,	
(Amounts in millions)	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$43.7	\$77.7
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	58.9	69.0
Deferred income tax benefit	(0.3)	(1.2)
Stock compensation expense	10.2	8.5
Changes in assets and liabilities, net of acquisitions:		
Change in receivables	20.1	2.9
Change in other current assets	(18.6)	(13.4)
Change in deferred charges, net	(0.3)	0.2
Change in other assets and liabilities	(25.5)	(11.6)
Change in payables and other current liabilities	(16.9)	(9.7)
Net cash provided by operating activities	71.3	122.4
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditures	(17.6)	(27.9)
Net proceeds from sale of joint venture interest previously acquired in the buw acquisition	—	0.7
Net cash used in investing activities	(17.6)	(27.2)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of other long-term debt (term loan)	—	100.0
Repayments of other long-term debt (term loan and capital lease obligations)	(101.4)	(216.0)
Proceeds from Asset Securitization Facility	451.4	503.8
Repayment of Asset Securitization Facility	(500.4)	(398.8)
Repurchase of common shares	(27.1)	(43.7)
Proceeds from exercise of stock options	—	0.4
Payments of dividends	(18.4)	(17.0)
Net cash used in financing activities	(195.9)	(71.3)
Net (decrease) increase in cash and cash equivalents	(142.2)	23.9
Cash and cash equivalents at beginning of period	193.7	138.8
Cash and cash equivalents at end of period	\$51.5	\$162.7

The accompanying notes are an integral part of the Consolidated Financial Statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Amounts in millions except per share amounts)

1. BACKGROUND AND BASIS OF PRESENTATION

Convergys Corporation (Convergys or the Company) is a global leader in customer experience outsourcing, focused on bringing value to its clients through every customer interaction. As of June 30, 2018, Convergys had approximately 110,000 employees in 33 countries, interacting with our clients' customers in 58 languages. In order to help clients serve their customers, Convergys operates 133 contact centers. Convergys leverages its geographic footprint and comprehensive capabilities to help leading companies create quality customer experiences across multiple interaction channels, such as voice, chat, email and interactive voice response.

The accompanying Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial reporting (U.S. GAAP) and U.S. Securities and Exchange Commission (SEC) regulations and, in the opinion of management, include all adjustments necessary for a fair presentation of the results of operations, financial position and cash flows for each period shown. All adjustments are of a normal and recurring nature. Certain information and footnote disclosures normally included in Financial Statements prepared in accordance with generally accepted accounting principles in the United States have been condensed or omitted. Interim Consolidated Financial Statements are not necessarily indicative of the financial position or operating results for an entire year. These interim Consolidated Financial Statements should be read in conjunction with the audited Financial Statements and the Notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017, filed with the SEC on February 21, 2018.

2. RECENT ACCOUNTING PRONOUNCEMENTS

In July 2018, the Financial Accounting Standards Board FASB issued Accounting Standards Update (ASU) 2018-09, Codification Improvements. This standard does not prescribe any new accounting guidance, but instead makes minor improvements and clarifications of several different FASB Accounting Standards Codification areas based on comments and suggestions made by various stakeholders. Certain updates are applicable immediately while others provide for a transition period to adopt as part of the next fiscal year beginning after December 15, 2018. The Company is currently evaluating this guidance to determine the impact it may have on its consolidated financial statements.

In February 2018, the FASB issued ASU 2018-02, Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income. This ASU permits companies to reclassify disproportionate tax effects in accumulated other comprehensive income (AOCI) caused by the Tax Cuts and Jobs Act of 2017 (the 2017 Tax Act) to retained earnings. The Company elected to early adopt this standard as of January 1, 2018, on a prospective basis, resulting in a \$6.0 reclassification adjustment, using a specific identification method, that increased retained earnings and decreased AOCI.

In May 2017, the FASB issued ASU 2017-09, Stock Compensation - Scope of Modification Accounting. This ASU clarifies which changes to the terms or conditions of a share-based payment award require the application of modification accounting under ASC 718. The Company adopted this standard as of January 1, 2018. The adoption of this standard did not have an impact on the Company's consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04, Simplifying the Test for Goodwill Impairment. This ASU eliminates the two-step process that required identification of potential impairment and a separate measure of the actual impairment. Goodwill impairment charges, if any, would be determined by the difference between a reporting unit's carrying value and its fair value (impairment loss is limited to the carrying value). This standard is effective for annual

or any interim goodwill impairment tests beginning after December 15, 2019. The adoption of this standard is not expected to have a material impact on the Company's consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230). The objective of this update is to provide additional guidance and reduce diversity in practice when classifying certain transactions within the statement of cash flows. In November 2016, the FASB issued ASU 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash. This new standard requires that the statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. These standards are effective for financial statements issued for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company adopted these standards as of January 1, 2018 utilizing the retrospective transition method. The adoption of this standard did not have a material impact on the Company's consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases. This ASU will require lessees to recognize almost all leases on the balance sheet as a right-of-use asset and a lease liability. For income statement purposes, the FASB retained a dual model, requiring leases to be classified as finance leases or operating leases. In July 2018, the FASB issued ASU 2018-10, Codification Improvements to Topic 842 (Leases), which provides narrow amendments to clarify how to apply certain aspects of the new lease standard. Both standards are effective for fiscal years beginning after December 15, 2018, including interim periods within those annual periods and are to be applied utilizing a modified retrospective approach. The Company will adopt these standards on January 1, 2019 and is currently assessing the effects that adoption of the new standards will have on its consolidated financial statements and related disclosures, as well as its processes, systems and internal controls. The Company currently expects adoption of these standards will result in a material increase to the assets and liabilities reported on the Company's Consolidated Balance Sheets.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers. The standard applies one comprehensive revenue recognition model across all contracts, entities and sectors. The core principal of the new standard is that revenue should be recognized to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard includes cost guidance, whereby all direct and incremental costs to obtain or fulfill a contract with a customer are capitalized and amortized over the corresponding period of benefit. The Company adopted this standard for all contracts with customers outstanding on January 1, 2018 using the modified retrospective adoption method, which resulted in a \$3.2 adjustment to the opening balance of retained earnings. Results for reporting periods after January 1, 2018 are presented under ASU 2014-09, while prior period amounts are not adjusted and continue to be reported in accordance with the accounting standards in effect for those periods. The largest adoption impacts to the Company's consolidated financial statements resulted from the new qualitative and quantitative disclosures provided in Note 4, and the capitalization of certain direct and incremental contract costs that are now being capitalized and amortized over the estimated period of benefit of the corresponding contracts. The new standard does not have an impact on the timing or revenue recognition pattern of any of our identified revenue streams. The cumulative effect of the changes made to our January 1, 2018 Consolidated Balance Sheet for the adoption of ASU 2014-09 were as follows:

Consolidated Balance Sheet Caption	Balance at December 31, 2017	Adjustments Due to ASU 2014-09	Balance at January 1, 2018
Assets			
Other current assets	\$47.4	\$2.0	\$49.4
Total current assets	\$857.7	\$2.0	\$859.7
Other assets	\$50.5	\$2.3	\$52.8
Total Assets	\$2,414.7	\$4.3	\$2,419.0

Liabilities and Shareholders' Equity

Deferred income tax liabilities	\$222.6	\$1.1	\$223.7
Total liabilities	\$977.5	\$1.1	\$978.6
Retained Earnings	\$1,457.8	\$3.2	\$1,461.0
Total shareholders' equity	\$1,377.7	\$3.2	\$1,380.9
Total Liabilities and Shareholders' Equity	\$2,414.7	\$4.3	\$2,419.0

The impacts to the Company's Consolidated Statement of Income for the three and six months ended June 30, 2018, as a result of the adoption of ASU 2014-09 were as follows:

Consolidated Statement of Income Caption	Three Months Ended June 30, 2018		
	Amounts		
	As Reported	Without	Effect
		Adoption of of ASU 2014-09	Change
Selling, general and administrative	\$169.3	\$170.0	(\$0.7)
Total costs and expenses	\$625.3	\$626.0	(\$0.7)
Operating Income	\$24.1	\$23.4	\$0.7
Income before Income Taxes	\$22.0	\$21.3	\$0.7
Income tax expense	\$8.1	\$7.9	(\$0.2)
Net Income	\$13.9	\$13.4	\$0.5

Consolidated Statement of Income Caption	Six Months Ended June 30, 2018		
	Amounts		
	As Reported	Without	Effect
		Adoption of of ASU 2014-09	Change
Selling, general and administrative	\$341.7	\$342.8	(\$1.1)
Total costs and expenses	\$1,265.1	\$1,266.2	(\$1.1)
Operating Income	\$58.5	\$57.4	\$1.1
Income before Income Taxes	\$51.4	\$50.3	\$1.1
Income tax expense	\$7.7	\$7.4	(\$0.3)
Net Income	\$43.7	\$42.9	\$0.8

The impacts to the Company's Consolidated Balance Sheet as of June 30, 2018, as a result of the adoption of ASU 2014-09 were as follows:

Consolidated Balance Sheet Caption	Balance at June 30, 2018		
	Balances		
	As Reported	Without	Effect
		Adoption of of ASU 2014-09	Change
Assets			

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Other current assets	\$55.8	\$53.1	\$2.7
Total current assets	\$705.9	\$703.2	\$2.7
Other assets	\$42.2	\$39.4	\$2.8
Total Assets	\$2,204.7	\$2,199.2	\$5.5

Liabilities and Shareholders' Equity

Deferred income tax liabilities	\$209.1	\$207.6	\$1.5
Total liabilities	\$796.0	\$794.5	\$1.5
Retained earnings	\$1,492.4	\$1,488.4	\$4.0
Total shareholders' equity	\$1,350.3	\$1,346.3	\$4.0
Total Liabilities and Shareholders' Equity	\$2,204.7	\$2,199.2	\$5.5

3. SYNEX MERGER

On June 28, 2018, Convergys entered into an Agreement and Plan of Merger (as amended, modified or supplemented from time to time, the Merger Agreement) with SYNEX Corporation (SYNEX) under which SYNEX will acquire Convergys in a cash and stock transaction.

The Merger Agreement provides, among other things, that on the terms and subject to the conditions set forth therein, (1) Delta Merger Sub I, Inc., a wholly owned subsidiary of SYNEX, will be merged with and into the Company (the Initial Merger), with the Company surviving the Initial Merger as a wholly owned subsidiary of SYNEX, and (2) immediately following the Initial Merger, the Company will be merged with and into Delta Merger Sub II, LLC, a wholly owned subsidiary of SYNEX (the Subsequent Merger, and together with the Initial Merger, the Mergers), with Delta Merger Sub II surviving the Subsequent Merger as a wholly owned subsidiary of SYNEX.

On the terms and subject to the conditions set forth in the Merger Agreement, at the effective time of the Initial Merger, each Company common share issued and outstanding immediately prior to the effective time of the Initial Merger (other than certain excluded shares) will automatically be converted into the right to receive (1) \$13.25 in cash, without interest, and (2) 0.1193 shares of SYNEX common stock, par value \$0.001 per share, subject to adjustment as provided in the Merger Agreement in the event that the trading price of SYNEX common stock prior to the closing of the Mergers increases or decreases by more than 10% from a baseline price.

The closing of the Mergers is subject to (1) approval by the SYNEX stockholders of the issuance of SYNEX common stock to be paid as consideration in the Initial Merger, (2) the adoption of the Merger Agreement by the Company's shareholders, and (3) other customary closing conditions.

4. REVENUE FROM CONTRACTS WITH CUSTOMERS

Revenue Recognition Policy

More than 95% of the Company's revenues are derived from fees for customer experience outsourcing services provided to the Company's clients. Revenues from our contracts to provide these services relate to a single performance obligation to stand ready to provide services to the customer. The Company recognizes these revenues over time as services are performed based on the volumes of services provided and contractual rates. The Company's remaining revenues, which represent less than 5% of the Company's total revenues, are derived from the sale of premise-based and hosted self-care and technology solutions and provision of professional services. Revenues from the sale of these solutions and provision of these services are recognized over time as solutions or services are provided over the duration of the contract, using contractual rates. These contracts are typically one year or less in duration.

Certain of our contracts, primarily for agent-related services, include pricing terms and conditions that include components of variable consideration. The variable consideration is typically in the form of performance-related bonus and penalty provisions that are determined based upon our meeting, or not meeting, agreed-upon service levels and performance metrics specified within the contract. Some contracts also contain discounts that the client can earn through the achievement of specified volume levels or through early payment for services provided by Convergys. Each component of variable consideration is earned based on the Company's actual performance during the measurement period specified within the contract (typically monthly for bonus and penalty provisions and either quarterly or annually for volume discounts). In order to determine the transaction price, the Company estimates the variable consideration using the most likely amount method, based on the specific contract provisions and known performance results during the relevant measurement period. When determining if variable consideration should be constrained, the Company considers whether factors outside its control could result in a significant reversal of revenue. In making these assessments, the Company considers the likelihood and magnitude of a potential reversal. The Company's performance period generally corresponds with the monthly invoice period. Given our historical experiences and relatively short duration of periods subject to variable consideration adjustments, no constraints on our revenue recognition were applied during the first six months of 2018. The Company reassesses these estimates during each reporting period.

Disaggregation of Revenue

We provide services to companies across a variety of industries including communications, technology, retail, financial services, healthcare and other. The following table presents our disaggregated revenue from customers by key industry vertical for the three and six months ended June 30, 2018 and 2017.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Revenues:				
Communications	\$277.2	\$323.0	\$564.4	\$659.8
Technology	141.9	146.0	290.8	302.5
Retail	76.8	63.9	153.2	130.3
Financial Services	70.6	71.6	145.4	149.6
Healthcare	45.0	43.2	96.4	94.6
Other	37.9	39.1	73.4	77.6
Total Revenues	\$649.4	\$686.8	\$1,323.6	\$1,414.4

While most of our contracts are priced in U.S. dollars, we also recognize revenue under contracts that are denominated in euros, British pounds, Australian dollars, Canadian dollars or other currencies. The following table presents the Company's U.S. dollar equivalent revenue by currency for the three and six months ended June 30, 2018 and 2017.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
U.S. Dollar Revenue by Currency:				
U.S. dollar	\$472.4	\$526.3	\$966.6	\$1,096.4
Euro	88.2	80.0	180.5	157.6
British pound	52.2	42.0	104.9	81.9
Australian dollar	12.3	13.7	23.8	29.0
Canadian dollar	10.1	9.3	19.8	18.0
Other	14.2	15.5	28.0	31.5
Total Revenues	\$649.4	\$686.8	\$1,323.6	\$1,414.4

Costs to Obtain a Contract

The Company capitalizes commission expenses paid to our sales personnel when the commissions are deemed to be incremental for obtaining new agent-related services contracts. The deferred commissions are amortized on a straight-line basis over the expected period of benefit. We review the deferred commission balances for impairment on an ongoing basis. Deferred commissions are classified as current or noncurrent based on the timing of when we expect to recognize the expense. The current and noncurrent portions are included in Other current assets and Other assets, respectively, on the Company's Consolidated Balance Sheets. As of June 30, 2018, the current and noncurrent assets related to deferred commissions totaled \$2.7 and \$2.8, respectively. During the three and six months ended June 30, 2018, we recorded \$0.8 and \$1.5, respectively, of amortization expense related to deferred commissions. This expense is classified in Selling, general and administrative expense on the Consolidated Statements of Income.

Receivables and Allowance for Doubtful Accounts

Trade receivables are comprised of amounts owed to the Company by clients and are presented net of an allowance for doubtful accounts. Contracts with individual clients determine when receivables are due, generally within 30 to 60 days, and whether interest is accrued on late payments. The allowance for doubtful accounts is the Company's best estimate of the amount of probable credit losses in the Company's existing accounts receivable balance. The Company regularly reviews the adequacy of its allowance for doubtful accounts. The Company determines the allowance based on historical write-off experience and current economic conditions and also considers factors such as customer credit, past transaction history with the customer and changes in customer payment terms when determining whether the collection of a receivable is reasonably assured. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote.

Volume Discounts

Certain contracts with customers contain discounts that the client can earn through the achievement of specified volume levels or through early payment for services provided by Convergys. The Company maintains a liability for these discounts within Payables and other current liabilities on its Consolidated Balance Sheets. The liabilities for these discounts totaled \$4.4 as of June 30, 2018.

5. EARNINGS PER SHARE AND SHAREHOLDERS' EQUITY

Earnings per Share

The following is a reconciliation of the numerator and denominator of the basic and diluted earnings per share (EPS) computations:

Shares (in millions)	Shares	Net Income	Per Share Amount
Three Months Ended June 30, 2018			
Basic EPS	91.2	\$13.9	\$0.15
Effect of dilutive securities:			
Stock-based compensation arrangements	0.5	—	—
Convertible Debt	6.2	—	(0.01)
Diluted EPS	97.9	\$13.9	\$0.14
Six Months Ended June 30, 2018			
Basic EPS	91.4	\$43.7	\$0.48
Effect of dilutive securities:			
Stock-based compensation arrangements	0.7	—	(0.01)
Convertible Debt	6.2	—	(0.03)
Diluted EPS	98.3	\$43.7	\$0.44
Three Months Ended June 30, 2017			
Basic EPS	93.7	\$39.8	\$0.42
Effect of dilutive securities:			
Stock-based compensation arrangements	0.5	—	—
Convertible Debt	5.9	—	(0.02)
Diluted EPS	100.1	\$39.8	\$0.40
Six Months Ended June 30, 2017			
Basic EPS	94.0	\$77.7	\$0.83
Effect of dilutive securities:			
Stock-based compensation arrangements	0.7	—	(0.01)
Convertible Debt	5.9	—	(0.05)
Diluted EPS	100.6	\$77.7	\$0.77

The diluted EPS calculation for the three and six months ended June 30, 2018 excludes 0.3 performance-based restricted stock units granted in 2016, as the performance criteria has not yet been achieved, as well as 0.4 performance-based restricted stock units (0.1 and 0.3 granted in 2018 and 2017, respectively), as performance criteria for the third year of the 2017 grants and the second and third years of the 2018 grants have not yet been fully defined, thereby precluding a grant for accounting purposes due to a lack of a mutual understanding of the terms of the stock-based awards.

The diluted EPS calculation for the three and six months ended June 30, 2018 includes 6.2 shares associated with the Company's convertible debt. As described more fully in Note 7, during 2009, the Company issued approximately \$125.0 aggregate principal amount of 5.75% Junior Subordinated Convertible Debentures due 2029 (2029 Convertible Debentures). The 2029 Convertible Debentures were convertible, subject to certain conditions, into shares of the Company's common stock at an initial implied conversion price of approximately \$12.07 per share, or eighty-two and eighty-two hundredths shares per one thousand dollars in principal amount of debentures. The conversion rate is subject to adjustment for certain events outlined in the indenture governing the 2029 Convertible Debentures (the

Indenture), including payment of dividends. As of June 30, 2018, the implied conversion price for the 2029 Convertible Debentures was approximately \$11.07 per share, or ninety and thirty-seven hundredths shares per one thousand dollars in principal amount of debentures.

Shareholders' Equity

The Company repurchased 0.5 and 1.2 of its common shares during the three and six months ended June 30, 2018 at an average price of \$23.33 and \$23.10 per share for a total of \$10.5 and \$26.8. Based upon the timing of transactions, \$0.3 of the shares repurchased during December 2017 settled during the first quarter of 2018.

As of June 30, 2018, the Company had the authority to repurchase \$34.7 of outstanding common shares pursuant to the Board of Directors' August 2015 authorization to increase the remaining authorized share repurchases to \$250.0 in the aggregate. The timing and terms of any future transactions will depend on a number of considerations including market conditions, our available liquidity and capital needs, and limits on share repurchases that may be applicable under the covenants in our Credit Agreement. Pursuant to the Merger Agreement, we may not, without SYNEX's consent, repurchase shares prior to the closing of the Mergers or termination of the Merger Agreement.

Dividends

During 2017 and 2018, the Company's Board of Directors declared the following dividends per common share, which were paid by the Company on the payment dates listed below:

Announcement Date	Record Date	Dividend Amount	Payment Date
February 22, 2017	March 24, 2017	\$0.09	April 7, 2017
May 8, 2017	June 23, 2017	\$0.10	July 7, 2017
August 8, 2017	September 22, 2017	\$0.10	October 6, 2017
November 7, 2017	December 22, 2017	\$0.10	January 5, 2018
February 21, 2018	March 23, 2018	\$0.10	April 6, 2018
May 8, 2018	June 22, 2018	\$0.11	July 6, 2018

The Board expects that future cash dividends will be paid on a quarterly basis until the closing of the Mergers. However, any decision to pay future cash dividends will be subject to Board approval, and will depend on the Company's future earnings, cash flow, financial condition, financial covenants and other relevant factors.

The Merger Agreement limits our ability to pay dividends. The Merger Agreement generally provides that prior to the closing of the Mergers or termination of the Merger Agreement, we cannot, without SYNEX's consent, make, declare or pay any dividend on our common shares other than regular quarterly cash dividends not in excess of \$0.11 per share.

6. GOODWILL AND OTHER INTANGIBLE AND LONG-LIVED ASSETS

Goodwill

Goodwill was \$933.6 at June 30, 2018 compared to \$937.9 at December 31, 2017. This decrease was due to foreign currency translation. The Company tests goodwill for impairment annually as of October 1 and at other times if events have occurred or circumstances exist that indicate the carrying value of goodwill may no longer be recoverable. Goodwill impairment testing is performed at the reporting unit level, one level below the business segment. The Company's reporting units are Customer Management - Agent Services and Customer Management - Customer Interaction Technology (CIT). As of June 30, 2018 and December 31, 2017, all goodwill was held by the Customer Management - Agent Services reporting unit.

The annual impairment test performed as of October 1, 2017 indicated that the fair value of the Customer Management - Agent Services reporting unit was substantially in excess of its carrying value. However, impairment charges could be required if a divestiture decision is made or other significant economic events occur with respect to

the reporting unit. Subsequent to our October 1, 2017 annual impairment test, no indications of an impairment were identified.

Other Intangible Assets

The Company's other intangible assets, primarily acquired through business combinations, are evaluated periodically if events or circumstances indicate a possible inability to recover their carrying amounts. No impairment charges were recognized in any period presented. As of June 30, 2018 and December 31, 2017, the Company's other intangible assets consisted of the following:

	Gross Carrying Amount	Accumulated Amortization	Net
June 30, 2018			
Customer relationships and other intangibles	\$482.0	(\$209.8)	) \$272.2
Trademarks	26.8	(26.8)	) —
Software (classified within Property and equipment, net)	41.3	(41.3)	) —
Total	\$550.1	(\$277.9)	) \$272.2
December 31, 2017			
Customer relationships and other intangibles	\$484.6	(\$198.0)	) \$286.6
Trademarks	27.0	(26.3)	) 0.7
Software (classified within Property and equipment, net)	41.3	(41.3)	) —
Total	\$552.9	(\$265.6)	) \$287.3

The customer relationship and other intangible assets are being amortized for 1 to 17 years. The remaining weighted average amortization period for customer relationships and other intangibles is approximately 12.0 years. Amortization of software is included within depreciation expense as the underlying assets are classified within property and equipment.

Amortization expense for intangibles was \$13.1 for the six months ended June 30, 2018 and is estimated to be approximately \$25.4 for the year ended December 31, 2018. The related estimated expense for the five subsequent fiscal years is as follows:

For the year ended 2019	\$24.6
For the year ended 2020	23.9
For the year ended 2021	22.2
For the year ended 2022	21.9
For the year ended 2023	21.9
Thereafter	145.4

7. DEBT AND CAPITAL LEASE OBLIGATIONS

Debt and capital lease obligations consisted of the following:

	June 30, 2018	December 31, 2017
Term Loan, due 2019	\$—	\$99.3
Convertible Debentures, due 2029	66.6	65.5
Capital Lease Obligations	0.6	2.1
Accounts Receivable Securitization	54.0	103.0
Total debt	121.2	269.9
Less debt issuance costs	1.3	1.3

Total debt, net	119.9	268.6
Less current maturities	0.4	0.9
Long-term debt	\$119.5	\$267.7

Merger Agreement with SYNnex

The Merger Agreement limits our ability to incur additional indebtedness or to modify the terms of our outstanding debt obligations. The Merger Agreement generally provides that prior to the closing of the Mergers or termination of the Merger Agreement, we cannot, without SYNnex's consent, incur, assume, endorse, guarantee or otherwise become liable for, or modify in any material respect the terms of any indebtedness for borrowed money or issue or sell any debt securities or any rights to acquire any debt securities, subject to certain exceptions (including borrowings under our Revolving Credit Facility and our asset securitization facility).

Credit Facility

On January 11, 2017 (the Effective Date), the Company entered into a new credit agreement (Credit Agreement) and repaid all amounts outstanding and terminated all commitments under its previously existing credit agreement (Prior Credit Agreement) using initial borrowings under the Credit Agreement as well as borrowings under the Company's asset securitization facility. The Credit Agreement consists of a \$215.0 unsecured term loan facility (Term Loan), maturing on March 3, 2019, and a \$300.0 unsecured revolving credit facility (Revolving Credit Facility), maturing on January 11, 2022. On the Effective Date, the Company drew \$100.0 in initial borrowings under the Term Loan. A \$1.0 extinguishment loss was recognized on the Effective Date and is included in Interest expense on the Consolidated Statements of Income for the six months ended June 30, 2017.

The Revolving Credit Facility may be extended for two additional one-year periods, subject to the satisfaction of certain conditions set forth in the Credit Agreement. In addition, aggregate borrowing capacity under the Credit Agreement may be increased by up to an additional \$250.0 million by increasing the amount of the Revolving Credit Facility or by incurring additional term loans, in each case subject to the satisfaction of certain conditions set forth in the Credit Agreement, including the receipt of additional commitments for such increase. Borrowings outstanding under the Credit Agreement may be repaid from time to time without premium or penalty, other than customary breakage costs, if any. Borrowings outstanding under the Credit Agreement bear interest at a fluctuating rate per annum equal to, at the Company's option, either (a) the applicable adjusted LIBOR plus a spread based on the Company's total net leverage ratio, or (b) a base rate (equal to the higher of the Administrative Agent's prime rate, the federal fund rate plus 0.50%, and the one-month adjusted LIBOR plus 1.0%) plus a spread based on the Company's total net leverage ratio. The Company is also obligated to pay a commitment fee on a quarterly basis on the unused portion of the commitments under the Revolving Credit Facility based on the Company's total net leverage ratio, which fee is currently 25 basis points. While amounts borrowed and repaid under the Revolving Credit Facility can be re-borrowed, amounts repaid under the Term Loan cannot be borrowed again under the Credit Agreement. The Credit Agreement contains certain affirmative and negative covenants, as well as terms and conditions that are customary for credit facilities of this type, including financial covenants for leverage and interest coverage ratios. The Company was in compliance with all covenants at June 30, 2018. Total borrowing capacity remaining under the Revolving Credit Facility was \$300.0, with the borrowings under the Term Loan fully repaid as of June 30, 2018.

Convertible Debentures

During 2009, Convergys issued \$125.0 aggregate principal amount of 5.75% Junior Subordinated Convertible Debentures due September 2029 (2029 Convertible Debentures) in exchange for \$122.5 of 4.875% Unsecured Senior Notes due December 15, 2009, pursuant to an exchange offer. At the date of issuance, the Company recognized the liability component of the 2029 Convertible Debenture at its fair value of \$56.3. The liability component was recognized as the fair value of a similar instrument that did not have a conversion feature at issuance. The equity component, which is the value of the conversion feature at issuance, was recognized as the difference between the proceeds from the issuance of the debentures and the fair value of the liability component, after adjusting for the deferred tax impact of \$32.7. The 2029 Convertible Debentures were issued at a coupon rate of 5.75%, which was below that of a similar instrument that did not have a conversion feature. Therefore, the valuation of the debt

component, using the income approach, resulted in a debt discount. The debt discount is being amortized over the life of a similar debt instrument without a conversion feature, which the Company determined to equal the contractual maturity of the 2029 Convertible Debentures.

Amortization is based upon the effective interest rate method and is included in interest expense in the Consolidated Statements of Income.

The 2029 Convertible Debentures, which pay a fixed rate of interest semi-annually, have a contingent interest component that will require the Company to pay additional interest if the trading price of the 2029 Convertible Debentures exceeds a specified threshold at specified times, commencing on September 15, 2019, as outlined in the Indenture. The maximum amount of contingent interest that will accrue is 0.75% per annum of the average trading price of the 2029 Convertible Debentures during the periods specified in the Indenture. The fair value of this embedded derivative was not significant at June 30, 2018 or December 31, 2017.

The Company is not entitled to redeem the 2029 Convertible Debentures prior to September 15, 2019. On or after September 15, 2019, the Company may redeem for cash all or part of the 2029 Convertible Debentures at par value plus accrued but unpaid interest if certain trading conditions of the Company's common shares are satisfied. The holders of the 2029 Convertible Debentures have the option to require redemption at par value plus accrued but unpaid interest upon the occurrence of a fundamental change, a defined term in the Indenture.

The 2029 Convertible Debentures are convertible at the option of the holders on or after September 15, 2028 and prior to that date only under the following circumstances: (1) during any calendar quarter if the last reported sales price of the Company's common shares for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the preceding calendar quarter is greater than or equal to 130% of the applicable conversion price (currently \$14.39) for the 2029 Convertible Debentures on each applicable trading day (hereinafter referred to as the Sales Price Condition); (2) during the five business day period immediately following any five consecutive trading day period (the Measurement Period) in which, as determined following a request by a holder of 2029 Convertible Debentures as provided in the Indenture, the trading price per \$1,000 principal amount of 2029 Convertible Debentures for each trading day of such Measurement Period was less than 98% of the product of the last reported sale price of the Company's common shares and the applicable conversion rate for the 2029 Convertible Debentures on each such trading day; (3) if the Company elects to redeem any or all of the 2029 Convertible Debentures; or (4) upon the occurrence of specified corporate events pursuant to the terms of the Indenture. Upon conversion, the Company will pay cash up to the aggregate principal amount of the 2029 Convertible Debentures to be converted and pay or deliver, as the case may be, cash, common shares of the Company or a combination of cash and common shares of the Company, at the Company's election, in respect of the remainder, if any, of the Company's conversion obligation in excess of the aggregate principal amount of the 2029 Convertible Debentures being converted.

The 2029 Convertible Debentures were convertible, subject to certain conditions, into common shares of the Company at an initial implied conversion price of approximately \$12.07 per share, or eighty-two and eighty-two hundredths shares per one thousand dollars in principal amount of debentures. As of June 30, 2018, the implied conversion price for the 2029 Convertible Debentures was approximately \$11.07 per share, or ninety and thirty-seven hundredths shares per one thousand dollars in principal amount of debentures. The conversion rate is subject to adjustment for certain events outlined in the Indenture, including payment of dividends.

As of June 30, 2018 and December 31, 2017, the 2029 Convertible Debentures were convertible at the option of the holders. This conversion right was triggered upon satisfaction of the Sales Price Condition (the closing price of the Company's common shares was greater than or equal to \$14.39, 130% of the conversion price of the 2029 Convertible Debentures at June 30, 2018, for at least 20 of the 30 consecutive trading days ending on June 30, 2018). As a result, the equity component of the 2029 Convertible Debentures equal to \$58.4 (the difference between the par value and carrying value of the 2029 Convertible Debentures at June 30, 2018) has been classified as temporary equity within the June 30, 2018 Consolidated Balance Sheet since this amount was considered redeemable. The Company will

reassess the convertibility of the 2029 Convertible Debentures and the related balance sheet classification on a prospective basis. There have been no conversions of the 2029 Convertible Debentures through the date of this filing. Based on quoted market prices at June 30, 2018, the fair value of the \$125.0 aggregate principal amount of the Company's 2029 Convertible Debentures is \$282.8.

The Mergers will constitute a Fundamental Change and a Make-Whole Fundamental Change under the terms of the Indenture. As a result, following the closing of the Mergers, holders of the 2029 Convertible Debentures will be permitted to (i) convert their 2029 Convertible Debentures at a temporarily increased conversion rate, (ii) tender their 2029 Convertible Debentures for repurchase at a price equal to the principal amount plus accrued but unpaid interest, or (iii) continue holding their 2029 Convertible Debentures. Upon conversion following the closing of the Mergers, the 2029 Convertible Debentures would be convertible into either cash or a combination of cash and shares of SYNEX common stock, at the election of the issuer, which would then be a subsidiary of SYNEX.

Asset Securitization Facility

During January 2017, the Company amended the terms of its asset securitization facility collateralized by accounts receivable of certain of the Company's subsidiaries. The amendment resulted in an increased purchase limit of \$225.0, with \$90.0 and \$135.0 expiring in January 2018 and January 2020, respectively. The asset securitization facility was further amended in January 2018 to extend the expiration date for the \$90.0 purchase limit to January 2019. The asset securitization program is conducted through Convergys Funding Inc., a wholly-owned bankruptcy remote subsidiary of the Company. As of June 30, 2018 and December 31, 2017, Convergys had drawn \$54.0 and \$103.0, respectively, in available funding from qualified receivables. Amounts drawn under this facility have been classified as long-term debt within the Consolidated Balance Sheets, based on the Company's ability and intent to refinance on a long-term basis as of June 30, 2018.

At June 30, 2018, future minimum payments of the Company's debt and capital lease arrangements (exclusive of any debt discounts) are as follows:

2018	\$0.3
2019	21.8
2020	32.5
2021	—
2022	—
Thereafter	125.0
Total	\$179.6

8. RESTRUCTURING

2018 Restructuring

Company-wide restructuring program

During 2018, the Company initiated a restructuring plan to reduce headcount and consolidate certain contact centers to streamline the Company's operations. For the three months ended June 30, 2018, \$7.4 of restructuring expense was recorded for facility-related charges. For the six months ended June 30, 2018, \$18.1 of restructuring expense was recorded, which was comprised of \$5.0 of severance expense associated with headcount reductions and \$13.1 of facility-related charges. This expense is included in Restructuring charges on the Consolidated Statements of Income.

The headcount reductions impacted approximately 350 employees and the related severance is expected to be substantially paid in cash by September 30, 2018. The remaining severance liability resulting from these restructuring actions, which is included in Payables and other current liabilities on the Consolidated Balance Sheets, was \$2.5 as of June 30, 2018 and \$3.8 as of March 31, 2018.

The facility-related charges during 2018 are associated with nine site closures and primarily represent the present value of contractually obligated future minimum lease payments and the full impairment of certain abandoned property and equipment. The fair value of these facility obligations was determined using the income approach through a discounted cash flow analysis, based on estimated future contractual costs associated with the impacted facilities, net of proceeds from any probable future sublease agreements. The Company utilized market data to determine the estimated proceeds from any future sublease agreements. The Company will continue to evaluate the estimates used in recording the facilities abandonment charge over the remaining lease period. Consequently, there may be additional reversals or charges relating to these facility closures in the future. The remaining liability related to these facility restructuring actions, which is included in Payables and other current liabilities on the Consolidated Balance Sheets, was \$6.4 as of June 30, 2018 and \$1.8 as of March 31, 2018.

CEO transition costs

On January 25, 2018, the Company announced that Andrea Ayers will transition from her role as President and Chief Executive Officer (CEO) of Convergys. The Company and Ms. Ayers subsequently executed a Separation and Consulting Agreement, effective February 20, 2018. During the three and six months ended June 30, 2018, the Company recorded CEO transition costs of \$1.7 and \$9.0, respectively, associated with certain components of cash and equity-based compensation payable to Ms. Ayers in connection with her separation from the Company, as well as consulting fees associated with the Company's search process prior to entering into the Merger Agreement to identify a successor CEO. This expense is included in Restructuring charges on the Consolidated Statements of Income. The compensation payments related to this expense are subject to the terms and conditions of the Separation and Consulting Agreement and the timing of such payments will, in some cases, depend on the timing of the closing of the Mergers or Ms. Ayers' separation from the Company.

Other severance

The Company recorded other severance expense of \$0.8 and \$1.7, respectively, for the three and six months ended June 30, 2018, primarily related to headcount reductions resulting from certain client program completions. These actions impacted approximately 650 employees. This severance expense is included in Restructuring charges on the Consolidated Statements of Income and was fully paid in cash by June 30, 2018.

2017 Restructuring

Company-wide restructuring program

During the first quarter of 2017, the Company recorded restructuring expenses of \$12.8 related to a company-wide initiative to reduce headcount and better align the Company's resources, principally for corporate functions. The 2017 restructuring actions impacted approximately 315 employees. This expense is included in Restructuring charges on the Consolidated Statements of Income and is expected to be substantially paid in cash by December 31, 2018. The total remaining liability under these restructuring actions, which is included in Payables and other current liabilities on the Consolidated Balance Sheets, was \$2.3 as of June 30, 2018, \$3.3 as of March 31, 2018 and \$5.8 as of December 31, 2017.

Other severance

During 2017, the Company recorded other severance expense of \$2.2 primarily related to headcount reductions resulting from certain client program completions. These actions impacted approximately 150 employees. This severance expense is included in Restructuring charges on the Consolidated Statements of Income and was fully paid in cash during 2017.

buw integration

During 2017, the Company recorded severance charges of \$0.9 related to the elimination of certain redundant positions as a result of the integration of the buw business. This severance expense was included in Transaction and integration costs on the Consolidated Statements of Income and was fully paid in cash by March 31, 2018.

9. EMPLOYEE BENEFIT PLANS

Pensions

The Company sponsors a frozen defined benefit pension plan, which includes both a qualified and non-qualified portion, for all eligible employees in the U.S. (the cash balance plan) and unfunded defined benefit plans for certain eligible employees in the Philippines, Malaysia and France (together with the cash balance plan, the defined benefit plans). The pension benefit formula for the cash balance plan is determined by a combination of compensation, age-based credits and annual guaranteed interest credits. The qualified portion of the cash balance plan has been funded through contributions made to a trust fund. The Company's measurement date for all plans is December 31. The plan assumptions are evaluated annually and are updated as deemed necessary.

Components of pension cost and other amounts recognized in other comprehensive income for the Company's defined benefit plans are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Service cost	\$1.1	\$1.4	\$2.2	\$2.7
Interest cost on projected benefit obligation	2.1	1.9	4.2	3.8
Expected return on plan assets	(2.3)	(2.5)	(4.5)	(5.0)
Amortization and deferrals—net	2.0	1.4	4.2	2.9
Total net pension cost	\$2.9	\$2.2	\$6.1	\$4.4

The Company also sponsors a non-qualified, unfunded executive deferred compensation plan (the EDCP), which permits eligible participants, including executive officers, to defer receipt of certain income. The Company matches up to 100% of the first 3% of a participant's deferred amounts and 50% of a participant's next 2% of deferred amounts. The Company match under the EDCP is reduced by the Company match eligible to be received under the Company's Retirement and Savings Plan.

Components of pension cost and other amounts recognized in other comprehensive loss for the EDCP are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Service cost	\$0.4	\$0.5	\$0.8	\$0.9
Interest cost on projected benefit obligation	0.1	0.1	0.2	0.2
Total pension cost	\$0.5	\$0.6	\$1.0	\$1.1

10. STOCK-BASED COMPENSATION PLANS

The Company's operating results for the three and six months ended June 30, 2018 included stock-based compensation expense of \$5.8 and \$11.1, respectively, compared to \$4.2 and \$8.5, respectively, for the same periods in 2017.

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Expense for the three and six months ended June 30, 2018 included expense of \$0.7 and \$0.9, respectively, related to awards classified as liabilities that will ultimately settle in cash, compared to \$0.1 and less than \$0.1, respectively, in the prior year periods.

Restricted Stock Units

Time-based Restricted Stock Units

During the six months ended June 30, 2018 and 2017, the Company granted 0.5 and 0.2 shares, respectively, of time-based restricted stock units. The weighted average grant date fair values of these grants were \$23.47 and \$23.06, respectively. These time-based grants are scheduled to vest 25% at the first anniversary of the grant date, 25% at the second anniversary and 50% at the third anniversary, with the exception of 0.2 granted in 2018 that are scheduled to vest 50% at the second anniversary and 50% at the third anniversary.

The total compensation cost related to non-vested time-based restricted stock units not yet recognized as of June 30, 2018 was approximately \$23.0, which is expected to be recognized over a weighted average period of 2.1 years. Changes to non-vested time-based restricted stock units for the six months ended June 30, 2018 were as follows:

Shares (in millions)	Number of Shares	Weighted Average Fair Value at Date of Grant
Non-vested at December 31, 2017	1.3	