

INTERVOICE INC  
Form 8-K  
August 22, 2008

**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): August 21, 2008**

**Intervoice, Inc.**

(Exact name of registrant as specified in its charter)

Texas  
(State or other jurisdiction  
of incorporation)

001-15045  
(Commission  
File Number)

75-1927578  
(IRS Employer  
Identification No.)

17811 Waterview Parkway  
Dallas, Texas 75252

(Address, including zip code, of principal executive offices)

Registrant's telephone number, including area code: (972) 454-8000

Not applicable

(Former name or former address, if changed since last report)

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 20, 2008, Intervoice offered each of Mr. Ritchey, Mr. Holmes, Mr. Milton, Mr. Goldberg, Mr. Brown, Ms. Holko and Mr. Howell (each an Officer and together, the Officers ) an amendment to his or her respective employment agreement with Intervoice in order to bring certain provisions of such agreement in compliance with Section 409A of the Internal Revenue Code of 1986, as amended (the Amendments ). The Amendments do not affect the scope or amount of benefits the Officers are entitled to receive under their respective employment agreements. As of August 22, 2008, each Officer had executed his or her Amendment.

The description above is qualified in its entirety by reference to the respective Amendments, with Mr. Ritchey s amendment filed as Exhibit 10.1 hereto and incorporated herein by reference, Mr. Holmes amendment filed as Exhibit 10.2 hereto and incorporated herein by reference, Mr. Milton s amendment filed as Exhibit 10.3 hereto and incorporated herein by reference, and Mr. Goldberg s, Mr. Brown s, Ms. Holko s and Mr. Howell s amendment filed as Exhibit 10.4 hereto and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits.**

Exhibit Number	Exhibit Title
10.1	Amendment Number 3 to the Employment Agreement between Intervoice and Robert E. Ritchey, dated effective as of August 20, 2008.
10.2	Amendment Number 1 to the Employment Agreement between Intervoice and Craig E. Holmes, dated effective as of August 20, 2008.
10.3	Amendment Number 1 to the Employment Agreement between Intervoice and James A. Milton, dated effective as of August 20, 2008.
10.4	Form of Amendment Number 1 to the Employment Agreements between Intervoice and its Senior Vice Presidents, dated effective as of August 20, 2008.

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SIGNATURE

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.

INTERVOICE, INC.

By: /s/ Dean C. Howell  
Dean C. Howell  
Senior Vice President, General Counsel  
and  
Secretary

Date: August 22, 2008

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**EXHIBIT INDEX**

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