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COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 4

December 03, 2014

FORM	, 2011 I <i>1</i>								OMB APPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHA Washington, D.C. 20549							NGE C	COMMISSION	OMB Number:	3235-0287	
Check th									Expires:	January 31, 2005	
if no long subject to Section 1 Form 4 o Form 5	6. Filed purs	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of							Estimated average burden hours per response		
obligations may continue. See Instruction 1(b). Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940									n		
(Print or Type I	Responses)										
			2. Issuer Name and Ticker or Trading Symbol COGNIZANT TECHNOLOGY					5. Relationship of Reporting Person(s) to Issuer			
			SOLUTION				1	(Check all applicable)			
			3. Date of Earliest Transaction (Month/Day/Year) 12/01/2014					Director 10% Owner X Officer (give title Other (specify below) below)			
	IS CORP., 500 FR	_	2/01/2014					Chief (Operating Offic	er	
Filed(Mon				ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
TEANECK,	, INJ U/000							Person			
(City)	(State) (Zip)	Table I - 1	Non-D	erivative s	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3) (Month/Day/Year)			Date, if Tran	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				Beneficially Owned Following Reported Transaction(s)	Indirect (I) Owner		
~ 1			Coo	de V	Amount		Price	(Instr. 3 and 4)			
Class A Common Stock	12/01/2014		M	I	2,782 (1)	A	\$0	61,439	D		
Class A Common Stock	12/01/2014		F		946 (2)	D	\$ 53.97	60,493	D		
Class A Common Stock	12/01/2014		M	Ī	844 (3)	A	\$ 0	61,337	D		

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Class A

 $287 \frac{(2)}{53.97}$ D $\frac{\$}{53.97}$ 61,050 Common 12/01/2014 D

Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying Se (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0 (4)	12/01/2014		M	, ,	(D) 2,782	12/01/2014(5)	12/01/2014(5)	Class A Common Stock
Restricted Stock Units	\$ 0 (4)	12/01/2014		M		844	12/01/2014(6)	12/01/2014(6)	Class A Common Stock
Restricted Stock Units	<u>(4)</u>	12/01/2014		A	5,336		<u>(7)</u>	<u>(7)</u>	Class A Common Stock

Reporting Owners

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

Thiruvengadam Sridhar C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD

Chief Operating Officer

TEANECK, NJ 07666

Signatures

/s/ Dana L. Gilbert, on behalf of Sridhar Thiruvengadam, by Power of 12/03/2014 Attorney

> Date **Signature of Reporting Person

Reporting Owners 2

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Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents the number of shares of Class A Common Stock received from the vesting of 1/2 of the vested performance-based restricted (1) stock units previously granted to the reporting person under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan on November 28, 2011.
- (2) Represents the portion of shares of Class A Common Stock that the Company determined to settle in cash to pay applicable tax withholding.
- Represents the number of shares of Class A Common Stock received from the vesting of 1/2 of the vested performance-based restricted stock units previously granted to the reporting person under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan on March 24, 2012.
- (4) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.
 - The performance-based restricted stock units were granted on November 28, 2011 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan. In accordance with the performance-based restricted stock unit award, 1/2 of the vested
- (5) performance-based restricted stock units were issuable on June 3, 2013, provided that the reporting person remained in the Company's service through such date. The remaining 1/2 of the vested performance-based restricted stock units were issuable on December 1, 2014, provided that the reporting person remained in the Company's service through such date.
 - The performance-based restricted stock units were granted on March 24, 2012 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan. In accordance with the performance-based restricted stock unit award, 1/2 of the vested
- (6) performance-based restricted stock units were issuable on June 3, 2013, provided that the reporting person remained in the Company's service through such date. The remaining 1/2 of the vested performance-based restricted stock units were issuable on December 1, 2014, provided that the reporting person remained in the Company's service through such date.
- The restricted stock units were granted on December 1, 2014 under the Cognizant Technology Solutions Corporation 2009 Incentive

 Compensation Plan and vest in quarterly installments over three years, with 1/12th of the stock units vesting on each quarterly vesting date so that the stock units will be fully vested on the twelfth quarterly vesting date. The stock units will be fully vested on December 1, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.