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COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 4

Common

Stock

| September 07 | 7, 2016 | | | | | | | | | |
|--|--------------------------------------|---|---|---------------------------------|-----------|--|--|--|---------------------|--|
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | | | | | | | OMB APPROVAL | | |
| | CIVITED | STATES SI | ECURITIES Washington | | | NGE C | COMMISSION | OMB Number: | 3235-0287 | |
| Check thi if no long | er | | | | TOTA | | VEDCIUD OF | Expires: | January 31, 2005 | |
| subject to Section 1 Form 4 o | 6. | IENT OF C | | N BENEF RITIES | TCIA | NERSHIP OF | Estimated a burden hou response | verage | | |
| Form 5 obligation may cont <i>See</i> Instru 1(b). | sinue. Section 17(a | a) of the Pul | | lding Cor | npan | y Act of | e Act of 1934, E 1935 or Section 40 | n | | |
| (Print or Type F | Responses) | | | | | | | | | |
| | ddress of Reporting I | 2. Issuer Name and Ticker or Trading Symbol COGNIZANT TECHNOLOGY | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| | | | OLUTIONS C | | | 1 | (Chec | k all applicable | 2) | |
| (Last) | (First) (M | (N | Date of Earliest (Month/Day/Year) 0/03/2016 | Fransaction | | | _X_ Director _X_ Officer (give below) | | Owner er (specify | |
| SOLUTION W. BURR E | S CORP., 500 FE BLVD | RANK | | | | | Cinci | Executive Offic | Ci | |
| | (Street) | | If Amendment, I | _ | ıl | | 6. Individual or Jo | int/Group Filin | g(Check | |
| TEANECK, | NJ 07666 | F1 | led(Month/Day/Ye | ar) | | | Applicable Line) _X_ Form filed by C Form filed by M Person | | | |
| (City) | (State) | (Zip) | Table I - Non- | -Derivative | Secur | ities Acq | uired, Disposed of | , or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution D any (Month/Day | ate, if Transac Code | 4. Securtion(A) or D (Instr. 3. | ispose | d of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | |
| | | | Code | V Amount | or (D) | Price | (Instr. 3 and 4) | | | |
| Class A Common Stock | 09/03/2016 | | M | 6,142 (1) | A | \$ 0 | 333,667 | D | | |
| Class A Common Stock | 09/03/2016 | | F | 3,185 (2) | D | \$ 58.36 | 330,482 | D | | |
| Class A | | | | | | | 242.000 | T | By The D'Souza | |

D'Souza

2012 Trust

Family

242,000

I

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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) | 4. Transacti Code (Instr. 8) | (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amout Underlying Securit (Instr. 3 and 4) | |
|---|---|--------------------------------------|---------------------------------------|------------------------------|--|-----------------|--|--------------------------------|
| | | | Code V | (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title | Amo or Num of Shar |
| Restricted Stock Units | \$ 0 (3) | 09/03/2016 | M | 6,142 | 09/03/2016(4) | 09/03/2016(4) | Class A Common Stock | 6,1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|-------------------------|-------|--|
| F | Director | 10% Owner | Officer | Other | |
| DSOUZA FRANCISCO C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD TEANECK, NJ 07666 | X | | Chief Executive Officer | | |

Signatures

/s/ Harry Demas, on behalf of Francisco D'Souza, by Power of
Attorney

**Signature of Reporting Person

Date

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).
- (1) Shares of the Company's Class A Common Stock received from the vesting of 1/12 of the restricted stock unit award granted on December 3, 2013.
- (2) Represents the portion of shares of Class A Common Stock that the Company determined to settle in cash to pay applicable tax withholding.
- (3) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.

Reporting Owners 2

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The restricted stock units were granted on December 3, 2013 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 3, 2016.

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.