#### Edgar Filing: COGNIZANT TECHNOLOGY SOLUTIONS CORP - Form 4

#### COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 4 March 03, 2017

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**OMB APPROVAL** 

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January 31,

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may continue.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Frank Malcolm			2. Issuer Name <b>and</b> Ticker or Trading Symbol COGNIZANT TECHNOLOGY SOLUTIONS CORP [CTSH]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
	(First) NT TECHNOLO NS CORP., 500 BLVD.		3. Date of Earliest Transaction (Month/Day/Year) 03/01/2017					Director 10% Owner Street (give title Other (specify below) Exec. VP, Strategy & Marketing			
				If Amendment, Date Original ed(Month/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 Person			
(City)	(State)	(Zip)	Tabl	le I - Non-I	<b>Derivative</b>	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price			ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Class A Common Stock	03/01/2017			M	1,375 (1)	(D)	\$ 0	4,024	D		
Class A Common Stock	03/01/2017			F	555 (2)	D	\$ 60.25	3,469	D		
Class A Common Stock	03/01/2017			M	1,185 (3)	A	\$ 0	4,654	D		

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Class A

 $432 \frac{(2)}{60.25}$  D  $\frac{\$}{60.25}$  4,222 Common 03/01/2017 D

Stock

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

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Restricted Stock Units	\$ 0 (4)	03/01/2017		M		1,375	03/01/2017(5)	03/01/2017(5)	Class A Common Stock	1,3
Restricted Stock Units	\$ 0 (4)	03/01/2017		M		1,185	03/01/2017(6)	03/01/2017(6)	Class A Common Stock	1,1

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Frank Malcolm COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD. TEANECK, NJ 07666			Exec. VP, Strategy & Marketing			
Signatures						

/s/ Harry Demas, on behalf of Malcolm Frank, by Power of 03/03/2017 Attorney

> \*\*Signature of Reporting Person Date

2 Reporting Owners

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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).
- 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 1, 2014.
- Represents the portion of shares of Class A Common Stock that the Company determined to settle in cash to pay applicable tax withholding.
- (3) Shares of the Company's Class A Common Stock received from the vesting of 1/12 of the restricted stock unit award granted on November 30, 2015.
- (4) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.
  - 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, commencing on March 1, 2015, 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.
- The restricted stock units were granted on November 30, 2015 under the Cognizant Technology Solutions Corporation 2009

  Incentive Compensation Plan and vest in quarterly installments over three years, commencing on March 1, 2016, 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, 2018.

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.