#### 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

**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

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \* KRISHNASWAMY VENKAT

2. Issuer Name and Ticker or Trading Symbol

COGNIZANT TECHNOLOGY

SOLUTIONS CORP [CTSH]

(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Middle) 3. Date of Earliest Transaction

03/01/2017

Director 10% Owner Other (specify X\_ Officer (give title )

below) EVP, Pres Healthcare & Life Sc

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

(First)

(Street)

4. If Amendment, Date Original Filed(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

TEANECK, NJ 07666

| (City)                               | (State) (                               | Zip) Table  | e I - Non-D                             | erivative                        | Secur                        | rities Acq  | uired, Disposed o  | f, or Beneficial   | y Owned   |
|--------------------------------------|---|---|---|----------------------------------|------------------------------|-------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securi on(A) or Di (Instr. 3, | ispose<br>4 and<br>(A)<br>or | d of (D)    | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Class A<br>Common<br>Stock           | 03/01/2017                              |   | M                                       | 2,467<br>(1)                     | A                            | \$ 0        | 37,819   | D  |   |
| Class A<br>Common<br>Stock           | 03/01/2017                              |   | F                                       | 811 (2)                          | D                            | \$<br>60.25 | 37,008   | D  |   |
| Class A<br>Common<br>Stock           | 03/01/2017                              |   | M                                       | 954 (3)                          | A                            | \$ 0        | 37,962   | D  |   |

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Class A

 $309 \frac{(2)}{60.25}$  D  $\begin{array}{c} \$ \\ 60.25 \end{array}$  37,653 Common 03/01/2017 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. 5. Number 6. Date Exercisable and Expiration Transaction Derivative Code Securities (Month/Day/Year)  (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |       | •                | 7. Title and Amour Underlying Securit (Instr. 3 and 4) |                            |                                |
|---|---|---|---|--|-------|------------------|--|----------------------------|--------------------------------|
|   |   |   |   | Code V   | ŕ     | Date Exercisable | Expiration Date  | Title                      | Amo<br>or<br>Num<br>of<br>Shar |
| Restricted<br>Stock<br>Units                        | \$ 0 (4)  | 03/01/2017                              |   | M  | 2,467 | 03/01/2017(5)    | 03/01/2017(5)  | Class A<br>Common<br>Stock | 2,4                            |
| Restricted<br>Stock<br>Units                        | \$ 0 (4)  | 03/01/2017                              |   | M  | 954   | 03/01/2017(6)    | 03/01/2017(6)  | Class A<br>Common<br>Stock | 95                             |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |              |         |       |  |  |
|--------------------------------|---------------|--------------|---------|-------|--|--|
|                                | Dimantan      | 1007 Orrange | Officer | Othor |  |  |

Other KRISHNASWAMY VENKAT

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

EVP, Pres Healthcare & Life Sc

Deletionshine

TEANECK, NJ 07666

# **Signatures**

/s/ Harry Demas, on behalf of Venkat Krishnaswamy, by Power of 03/03/2017 Attorney

> \*\*Signature of Reporting Person Date

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).
- (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 1, 2014.
- (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) 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, 2016.
- (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 December 1, 2016 under the Cognizant Technology Solutions Corporation 2009 Incentive

  Compensation Plan and vest in quarterly installments over three years, commencing on March 1, 2017, 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, 2019.

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.