Edgar Filing: COGNIZANT TECHNOLOGY SOLUTIONS CORP - Form 4

COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 4 March 06, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 obligations may continue. See Instruction

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * McLoughlin Karen

2. Issuer Name and Ticker or Trading Symbol

COGNIZANT TECHNOLOGY

SOLUTIONS CORP [CTSH]

3. Date of Earliest Transaction

03/02/2017

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

OMB

Number:

Expires:

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

(Last)

(First)

(Middle)

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

Chief Financial Officer

COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 FRANK W. BURR BLVD.

(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

TEANECK, NJ 07666

(City) 1.Title of

Security

(Instr. 3)

(State)

(Month/Day/Year)

(Zip)

Execution Date, if

(Month/Day/Year)

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3.

Code

(Instr. 8)

4. Securities

TransactionAcquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

(A) Code V Amount (D) Price

(Instr. 3 and 4)

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

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SEC 1474 (9-02)

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

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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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 6. Date Exercisable and Expiration Date (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. I De Sec (In	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	03/02/2017		A	17,253	(2)	(2)	Class A Common Stock	17,253	
Restricted Stock Units (3) (4)	(3) (4)	03/02/2017		A	10,772	(3)(4)	(3)(4)	Class A Common Stock	10,772	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
topotting of the Figure 7 than 1000	Director	10% Owner	Officer	Other		
McLoughlin Karen COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD. TEANECK, NJ 07666			Chief Financial Officer			

Signatures

/s/ Harry Demas, on behalf of Karen McLoughlin, by Power of Attorney 03/06/2017

**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) 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 March 2, 2017 under the Cognizant Technology Solutions Corporation 2009 Incentive

 Compensation Plan and vest in quarterly installments over three years, commencing on June 2, 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 March 2, 2020.
 - Represents the total number of performance-based restricted stock units which vested based upon attainment by the Company of certain performance milestones, as determined by the Company's compensation committee on March 2, 2017 based upon the audited financials for the 2016 fiscal year. The performance-based restricted stock units were granted on November 30, 2015 under the Cognizant
- (3) Technology Solutions 2009 Incentive Compensation Plan. In accordance with the performance-based restricted stock unit award, 1/3 of the vested performance-based restricted stock units shall be issued on the eighteen-month anniversary of the date of grant of such performance-based restricted stock units, provided the reporting person remains in the Company's service through such anniversary date. (Continued in the next footnote.)
- (4) (Continued from the previous footnote.) The remaining 2/3 of the vested performance-based restricted stock units shall be issued on the thirty-six month anniversary of the date of grant of such performance-based restricted stock units, provided that the grantee remains in the

Reporting Owners 2

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Company's service through such anniversary date. Each performance-based restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock. The reporting person will disclose the receipt of shares of the Company's Class A Common Stock underlying the performance-based restricted stock units on Table I of Form 4, if and when such reporting person satisfies the aforementioned service-based conditions.

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.