

RAMAKRISHNAN CHANDRASEKARAN
Form 4
December 04, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RAMAKRISHNAN
CHANDRASEKARAN

2. Issuer Name and Ticker or Trading Symbol
COGNIZANT TECHNOLOGY
SOLUTIONS CORP [CTSH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O COGNIZANT TECHNOLOGY
SOLUTIONS CORP., 500 FRANK
W. BURR BLVD.

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2018

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Ex. Vice Chairman, Cog. India

(Street)
TEANECK, NJ 07666

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 12/01/2018 | | M | 452 ⁽¹⁾ | A \$ 0 | 199,065 | D |
| Class A Common Stock | 12/01/2018 | | F | 158 ⁽²⁾ | D \$ 71.23 | 198,907 | D |
| Class A Common Stock | 12/01/2018 | | M | 361 ⁽³⁾ | A \$ 0 | 199,268 | D |

| | | | | | | | |
|----------------------------|------------|---|--------------------|---|-------------|---------|---|
| Class A Common Stock | 12/01/2018 | F | 128 ⁽²⁾ | D | \$ 71.23 | 199,140 | D |
| Class A Common Stock | 12/02/2018 | M | 498 ⁽⁴⁾ | A | \$ 0 | 199,638 | D |
| Class A Common Stock | 12/02/2018 | F | 174 ⁽²⁾ | D | \$ 71.23 | 199,464 | D |

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

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(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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽⁵⁾ | 12/01/2018 | | M | 452 | 12/01/2018 ⁽⁶⁾ 12/01/2018 ⁽⁶⁾ | Class A Common Stock | 452 |
| Restricted Stock Units | \$ 0 ⁽⁵⁾ | 12/01/2018 | | M | 361 | 12/01/2018 ⁽⁷⁾ 12/01/2018 ⁽⁷⁾ | Class A Common Stock | 361 |
| Restricted Stock Units | \$ 0 ⁽⁵⁾ | 12/02/2018 | | M | 498 | 12/02/2018 ⁽⁸⁾ 12/02/2018 ⁽⁸⁾ | Class A Common Stock | 498 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RAMAKRISHNAN CHANDRASEKARAN
C/O COGNIZANT TECHNOLOGY SOLUTIONS
CORP.
500 FRANK W. BURR BLVD.
TEANECK, NJ 07666

Ex. Vice Chairman, Cog.
India

Signatures

/s/ Harry Demas, on behalf of CHANDRASEKARAN RAMAKRISHNAN, by Power of
Attorney

12/04/2018

__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 Class A Common Stock of Cognizant Technology Solutions Corporation (the "Company") received from the vesting of 1/12th of the restricted stock unit award granted on November 30, 2015.
- (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 1/12th of the restricted stock unit award granted on February 26, 2018.
- (4) Shares of the Company's Class A Common Stock received from the vesting of 1/12th of the restricted stock unit award granted on March 2, 2017.
- (5) 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 November 30, 2015 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan and vested 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 would be fully vested on the twelfth quarterly vesting date. The stock units were fully vested on December 1, 2018.
- (6) The restricted stock units were granted on February 26, 2018 under the Cognizant Technology Solutions Corporation 2017 Incentive Award Plan and vest in quarterly installments over three years, commencing on June 1, 2018, 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 1, 2021.
- (7) 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.
- (8)

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.