

RAMAKRISHNAN CHANDRASEKARAN
Form 4
June 05, 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)

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

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2018

(Street)
TEANECK, NJ 07666

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

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	06/01/2018		M	451 ⁽¹⁾	A \$ 0	197,367	D
Class A Common Stock	06/01/2018		F	159 ⁽²⁾	D \$ 76.325	197,208	D
Class A Common Stock	06/01/2018		M	361 ⁽³⁾	A \$ 0	197,569	D

Class A Common Stock	06/01/2018	F	129 ⁽²⁾	D	\$ 76.325	197,440	D
Class A Common Stock	06/02/2018	M	499 ⁽⁴⁾	A	\$ 0	197,939	D
Class A Common Stock	06/02/2018	F	176 ⁽²⁾	D	\$ 76.87	197,763	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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Units	\$ 0 ⁽⁵⁾	06/01/2018		M	451	06/01/2018 ⁽⁶⁾	06/01/2018 ⁽⁶⁾	Class A Common Stock	451
Restricted Stock Units	\$ 0 ⁽⁵⁾	06/01/2018		M	361	06/01/2018 ⁽⁷⁾	06/01/2018 ⁽⁷⁾	Class A Common Stock	361
Restricted Stock Units	\$ 0 ⁽⁵⁾	06/02/2018		M	499	06/02/2018 ⁽⁸⁾	06/02/2018 ⁽⁸⁾	Class A Common Stock	499

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

06/05/2018

__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 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.
- (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 February 26, 2018.
- (4) Shares of the Company's Class A Common Stock received from the vesting of 1/12 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 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.
- (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.