

COGNIZANT TECHNOLOGY SOLUTIONS CORP
 Form 3
 December 11, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â CHINTAMANENI RAMAKRISHNA PRASAD</p> <p>(Last) (First) (Middle)</p> <p>C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP.,Â 500 FRANK W. BURR BLVD</p> <p>(Street)</p> <p>TEANECK,Â NJÂ 07666</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/04/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>COGNIZANT TECHNOLOGY SOLUTIONS CORP [CTSH]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, Pres Banking & Fin. Serv.</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	12,639	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial
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	(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (Right to Buy) <u>(1)</u>	08/14/2009	08/14/2018	Class A Common Stock	5,000	\$ 31.06	D	Â
Restricted Stock Units	Â <u>(2)</u>	Â <u>(2)</u>	Class A Common Stock	6,667	\$ <u>(3)</u>	D	Â
Restricted Stock Units	Â <u>(4)</u>	Â <u>(4)</u>	Class A Common Stock	2,250	\$ <u>(3)</u>	D	Â
Restricted Stock Units	Â <u>(5)</u>	Â <u>(5)</u>	Class A Common Stock	6,000	\$ <u>(3)</u>	D	Â
Restricted Stock Units <u>(6)</u> <u>(7)</u>	Â <u>(6)(7)</u>	Â <u>(6)(7)</u>	Class A Common Stock	2,783	\$ <u>(6)</u> <u>(7)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHINTAMANENI RAMAKRISHNA PRASAD C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD TEANECK, Â NJÂ 07666	Â	Â	Â EVP, Pres Banking & Fin. Serv.	Â

Signatures

/s/ Steven Schwartz, on behalf of Ramakrishna Prasad Chintamaneni, by Power of Attorney

12/11/2013

 **Signature of Reporting Person

 Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Such options were granted on August 14, 2008 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. Such options were fully vested on August 14, 2012.

(2) The restricted stock units were granted on March 21, 2011 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan and vest in equal quarterly installments over 12 quarters beginning on February 1, 2012, so that the stock units will be fully vested on November 1, 2014.

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- (3) 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 February 27, 2013 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan and vest in equal quarterly installments over 12 quarters beginning on May 27, 2013, so that the stock units will be fully vested on February 27, 2016.

- (4) The restricted stock units were granted on December 3, 2013 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan and vest in equal quarterly installments over 12 quarters beginning on March 3, 2014, so that the stock units will be fully vested on December 3, 2016.

- (6) 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 February 27, 2013 based upon the audited financials for the 2012 fiscal year. The performance-based restricted stock units were granted on November 28, 2011 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan. In accordance with the performance-based restricted stock unit award, 50% of the vested performance-based restricted stock units were settled in the Company's Class A Common Stock on June 3, 2013. (Continued in the next footnote.)

- (7) (Continued from the previous footnote.) The remaining 50% of the vested performance-based restricted stock units will be settled in the Company's Class A Common Stock on December 1, 2014, provided that the grantee remains in the 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.

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Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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