

COGNIZANT TECHNOLOGY SOLUTIONS CORP
 Form 4
 March 06, 2017

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 *
 McLoughlin Karen

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
 Officer (give title below) ___ Other (specify below)
 Chief Financial Officer

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
 03/02/2017

(Street)

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

TEANECK, NJ 07666

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 | | |
| | | | | Code | V | Amount | |

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. 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) | 8. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | <u>(1)</u> | 03/02/2017 | | A | 17,253 | <u>(2)</u> <u>(2)</u> | Class A Common Stock | 17,253 |
| Restricted Stock Units <u>(3)</u> <u>(4)</u> | <u>(3)</u> <u>(4)</u> | 03/02/2017 | | A | 10,772 | <u>(3)</u> <u>(4)</u> <u>(3)</u> <u>(4)</u> | Class A Common Stock | 10,772 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | 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.
- (2) 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 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.)
- (3) (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

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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.

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