

COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 8-K

August 19, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): August 19, 2011**

**Cognizant Technology Solutions Corporation**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**0-24429**  
(Commission

File Number)

**13-3728359**  
(IRS Employer

Identification No.)

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**Glenpointe Centre West**

**500 Frank W. Burr Blvd.**

**Teaneck, New Jersey**  
(Address of Principal Executive Offices)

**07666**  
(Zip Code)

**(201) 801-0233**  
(Registrant's telephone number,

including area code)

**Not applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

**Item 8.01. Other Events.**

On August 19, 2011, the Company announced that its Board of Directors approved an increase to its stock repurchase program. The Board of Directors increased the amount of shares of the Company's Class A Common Stock, par value \$0.01 per shares ( Common Stock ) that the Company may repurchase from an aggregate of \$300,000,000 of Common Stock to an aggregate of \$600,000,000 of Common Stock. As of the date hereof, the Company has repurchased the previously authorized \$300,000,000 of Common Stock. Consistent with the current stock repurchase program, repurchases under the program may be made through open market purchases or private transactions, in accordance with applicable federal securities laws, including Rule 10b-18. The timing of any repurchases and the exact number of shares of Common Stock to be purchased will be determined by the Company's management, in its discretion, and will depend upon market conditions and other factors. The Company anticipates that the program will be funded using its cash on hand and cash generated from operations.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

| No.  | Description   |
|------|---|
| 99.1 | Press Release of Cognizant Technology Solutions Corporation, dated August 19, 2011, announcing the Company's authorization of up to \$300 Million for additional share repurchases. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COGNIZANT TECHNOLOGY

SOLUTIONS CORPORATION

By: /s/ Steven Schwartz  
Name: Steven Schwartz  
Title: Senior Vice President, General

Counsel and Secretary

Date: August 19, 2011