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COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 4 June 05, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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Check this box if no longer

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

Form 5 obligations may continue. See Instruction

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

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * CHATTERJEE DEBASHIS			2. Issuer Name and Ticker or Trading Symbol				6	5. Relationship of Reporting Person(s) to Issuer		
	COGNIZANT TECHNOLOGY SOLUTIONS CORP [CTSH]				11	(Check all applicable)				
(Last)	(First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)				DirectorX_ Officer (give	title Othe	Owner r (specify	
	IZANT TECHN IS CORP., 500 F BLVD		06/03/2	•				below) EVP, Presid	below) dent Technolog	y Sol.
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check		
TE AND CH		Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting								
TEANECK,	, NJ 07/666							Person	iore than one rej	porting
(City)	(State)	(Zip)	Tabl	le I - Non-E	Perivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution I		n Date, if	3. Transaction Code (Instr. 8)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
G1 .				Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Class A Common Stock	06/03/2015			M	667 (1)	A	\$ 0	28,767	D	
Class A Common Stock	06/03/2015			F	227 (2)	D	\$ 65.715	28,540	D	
Class A Common	06/03/2015			M	1,872 (3)	A	\$ 0	30,412	D	

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Class A

1. Title of

 $637 \frac{(2)}{65.715}$ D $\begin{array}{c} \$ \\ 65.715 \end{array}$ 29,775 Common 06/03/2015 D

Stock

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

3. Transaction Date 3A. Deemed

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

6. Date Exercisable and Expiration 7. Title and Amount

5. Number

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

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	owf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date (Month/Day/Year)		Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Restricted Stock Units	\$ 0 (4)	06/03/2015		M	667	06/03/2015 <u>(5)</u>	06/03/2015(5)	Class A Common Stock	66
Restricted Stock Units	\$ 0 (4)	06/03/2015		M	1,872	2 06/03/2015 <u>(6)</u>	06/03/2015 <u>(6)</u>	Class A Common Stock	1,8

Reporting Owners

Reporting Owner Name / Address			-	
	Director	10% Owner	Officer	Other
CHATTERJEE DEBASHIS				

C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD

EVP, President Technology Sol.

Relationships

TEANECK, NJ 07666

Signatures

/s/ Dana L. Gilbert, on behalf of Debashis Chatterjee, by Power of 06/05/2015 Attorney

> **Signature of Reporting Person Date

Reporting Owners 2

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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 December 3, 2013.
- (2) Represents the portion of shares of Class A Common Stock that the Company determined to settle in cash to pay applicable tax withholding.
- Represents the number of shares of Class A Common Stock received from the vesting of 1/2 of the vested performance-based restricted (3) stock units previously granted to the reporting person under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan on December 3, 2013.
- (4) 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 December 3, 2013 under the Cognizant Technology Solutions Corporation 2009 Incentive

 Compensation Plan and vest in quarterly installments over three years, 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 3, 2016
 - The performance-based restricted stock units were granted on December 3, 2013 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan. In accordance with the performance-based restricted stock unit award, 1/2 of the vested
- (6) performance-based restricted stock units were issuable on June 3, 2015, provided the reporting person remained in the Company's service through such anniversary date. The remaining 1/2 of the vested performance-based restricted stock units shall be issued on December 3, 2016, provided that the reporting person remains in the Company's service through such anniversary date.

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.