

COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 4

June 17, 2016

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 *
KLEIN JOHN E

(Last) (First) (Middle)

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

(Street)

TEANECK, NJ 07666

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COGNIZANT TECHNOLOGY SOLUTIONS CORP [CTSH]

3. Date of Earliest Transaction (Month/Day/Year)
06/15/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|---|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Class A Common Stock | 06/15/2016 | | M | | 20,000 | A (1) | \$ 29.18 | 483,775 | D | |
| Class A Common Stock | | | | | | | | 137,872 | I | By the John E Klein Family 2012 Irrevocable Trust |

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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class A Common Stock Option (Right to Buy) | \$ 59.63 | 06/15/2016 | | A | 6,926 | <u>(2)</u> | 06/15/2023 | Class A Common Stock | 6,926 |
| Restricted Stock Units | <u>(3)</u> | 06/15/2016 | | A | 1,760 | <u>(4)(5)</u> | <u>(4)(5)</u> | Class A Common Stock | 1,760 |
| Class A Common Stock Option (Right to Buy) <u>(6)</u> | \$ 29.18 | 06/15/2016 | | M | 20,000 | 06/05/2013 | 06/05/2019 | Class A Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| KLEIN JOHN E C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD TEANECK, NJ 07666 | X | | | Chairman of the Board |

Signatures

/s/ Harry Demas, on behalf of John E. Klein, by power of attorney

06/17/2016

 **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) Such shares were acquired pursuant to a Rule 10b5-1 Sales Plan.
- (2) The options vest in two equal annual installments beginning on June 15, 2017.
- (3) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.
- (4) The restricted stock units vest in three equal annual installments beginning on June 15, 2017.

Vested shares will be delivered to the reporting person upon the earliest to occur of (i) a "change in control event" of the Company (ii) the

- (5) Director's death or permanent disability or (iii) in three equal annual installments beginning on July 1 following the year in which the reporting person terminates employment with the Company.
- (6) Such options were granted on June 5, 2012 pursuant to the Company's 2009 Incentive Compensation Plan. Such options were fully vested on June 5, 2014. The date exercisable above reflects the first anniversary date of such options.

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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