Edgar Filing: COGNIZANT TECHNOLOGY SOLUTIONS CORP - Form 4

COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 4

December 06, 2016

FORM	FORM 4 LINITED STATES SECURITIES AND EVOLANCE COMMISSION						OMB APPROVAL				
Washington, D.C. 20549								OMB Number:	3235-028		
Check thi									Expires:	January 3	
if no longer subject to Section 16. Form 4 or				NGES IN BENEFICIAL OWNERSHIP (SECURITIES					Estimated average burden hours per response		
Form 5 obligation may cont <i>See</i> Instru	ns inue. Section 17	(a) of the		tility Holo	ding Com	npany	Act of	e Act of 1934, 1935 or Section 0	1		
(Print or Type F	Responses)										
McLoughlin Karen Symbol COGNI			r Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
				IONS CO			L	(Check all applicable)			
(Last)					ansaction			Director 10% Owner Specify Other (specify			
	NT TECHNOLO IS CORP., 500 F BLVD.		(Month/D 12/03/20					below)	below) Financial Office		
	Filed(Mon				te Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
TEANECK,	NJ 07666							Person	ore than one re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acqu	uired, Disposed of	or Beneficial	ly Owned	
1.Title of Security (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)				3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				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)	
C1 4				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Class A Common Stock	12/03/2016			M	1,226 (1)	A	\$0	43,250	D		
Class A Common Stock	12/03/2016			F	636 (2)	D	\$ 54.02	42,614	D		
Class A Common Stock	12/03/2016			M	15,696 (3)	A	\$ 0	58,310	D		

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Class A

Stock

Common 12/03/2016

F 8,139

D \$ 50,171

D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(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. Transactic Code (Instr. 8)	5. Number of or 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 Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Restricted Stock Units	\$ 0 (4)	12/03/2016		M	1,226	12/03/2016 <u>(5)</u>	12/03/2016(5)	Class A Common Stock	1,
Restricted Stock Units	\$ 0 (4)	12/03/2016		M	15,696	12/03/2016 <u>(6)</u>	12/03/2016 <u>(6)</u>	Class A Common Stock	15

Reporting Owners

Reporting Owner Name / Address	Kelationships				
. 8	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 12/06/2016

**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 2/3 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 were 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, 1/3 of the vested
- performance-based restricted stock units were issued on the eighteen-month anniversary of the date of grant of such performance-based restricted stock units. The remaining 2/3 of the vested performance-based restricted stock units were issuable on the thirty-six month anniversary of the date of grant of such performance-based restricted stock units, provided that the reporting person remained 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.