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COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 3

February 03, 2017

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:

response...

3235-0104

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Estimated average burden hours per

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

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

(Print or Type Responses)

1. Name and Address of Reporting

Telesma	nic Robert		(Month/Day/Year) 01/27/2017	COGNIZANT TECHNOLOGY SOLUTIONS CORP [CTSH]					
(Last)	(First)	(Middle)	01/2//2017	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Origina Filed(Month/Day/Year)		
C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 FRANK W. BURR BLVD. (Street) TEANECK, NJ 07666				Director_X_ Office	(Check all applicable) Director 10% Ow Officer Other (give title below) (specify below) SVP, Cont. & Chief Acct. Off		ner 6 Individual or Joint/Group		
(City)	(State)	(Zip)	Table I -	Non-Deriva	ative Securit	ies Be	eneficially Owned		
1.Title of Secu (Instr. 4)	urity		2. Amount Beneficial (Instr. 4)	t of Securities ly Owned	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		ature of Indirect Beneficial ership :. 5)		
Class A Common Stock			13,874		D	Â			
Class A Cor	mmon Sto	ck	800		I	Ву І	Parent's Estate (1)		
Reminder: Repowned directly	_		each class of securities benef	ficially	SEC 1473 (7-02	2)			
	Pers infor requ	ons who res mation con ired to resp	spond to the collection of tained in this form are n ond unless the form dis DMB control number.	ot					

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

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1. Title of Derivative Security (Instr. 4)		2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
	Employee Stock Option (Right to Buy) (2)	08/14/2009	08/14/2018	Class A Common Stock	20,000	\$ 15.53	D	Â
	Restricted Stock Units	(3)	(3)	Class A Common Stock	375	\$ <u>(4)</u>	D	Â
	Restricted Stock Units	(5)	(5)	Class A Common Stock	6,267	\$ <u>(4)</u>	D	Â
	Restricted Stock Units (6)	(6)(7)	(6)(7)	Class A Common Stock	3,214	\$ (6) (7)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
F-	Director	10% Owner	Officer	Other		
Telesmanic Robert C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD. TEANECK, NJ 07666	Â	Â	SVP, Cont. & Chief Acct. Offc.	Â		

Signatures

/s/ Harry Demas, on behalf of Robert Telesmanic, by Power of Attorney 02/03/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The reporting person has been the Appointed Fiduciary of the estate since May 2015. Except to the extent of his pecuniary interest, the reporting person disclaims beneficial ownership of the securities held by the estate.
- (2) Such options were granted on August 14, 2008 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. Such options were fully vested on August 14, 2012.
- The restricted stock units were granted on May 22, 2014 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan (3) and vest in equal quarterly installments over 12 quarters beginning on September 1, 2014, so that the stock units will be fully vested on June 1, 2017.
- (4) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.

Reporting Owners 2

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- The restricted stock units were granted on December 1, 2014 under the Cognizant Technology Solutions 2009 Incentive Compensation (5) Plan and vest in equal quarterly installments over 12 quarters beginning on March 1, 2015, so that the stock units will be fully vested on December 1, 2017.
 - Represents the remaining 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 February 25, 2016 based upon the audited financials for the 2015 fiscal year. The performance-based restricted stock units were granted on December 1, 2014 under the Cognizant
- Technology Solutions 2009 Incentive Compensation Plan. In accordance with the performance-based restricted stock unit award, 50% of the vested performance-based restricted stock units were settled in the Company's Class A Common Stock on June 1, 2016. (Continued in the next footnote.)
- (Continued from the previous footnote.) The remaining 50% of the vested performance-based restricted stock units will be settled in the Company's Class A Common Stock on December 1, 2017, provided that the grantee remains in the 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.

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Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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.