COGNIZANT TECHNOLOGY SOLUTIONS CORP Form 4 March 06, 2017 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SINHA DHARMENDRA KUMAR Issuer Symbol COGNIZANT TECHNOLOGY (Check all applicable) SOLUTIONS CORP [CTSH] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_Officer (give title (Month/Day/Year) below) below) C/O COGNIZANT TECHNOLOGY 03/02/2017 President Global Client Serv. SOLUTIONS CORP., 500 FRANK W. BURR BLVD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **TEANECK, NJ 07666** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial anv (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price 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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 2. 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Pr 4. Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Underlying Securities Deri Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4) Secu (Instr. 3) Price of (Month/Day/Year) (Instr. 8) (Inst Acquired Derivative (A) or Security Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date or Number of Shares Restricted Class A (1) (2) (1)(2)(1)(2)Stock Common 3,929 03/02/2017 A 3,929 \$0 Units (1) (2) Stock

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Reporting Owners

| Reporting Owner Name / Address Relationships | Relationships | | |
|---|---------------|--|--|
| Director 10% Owner Officer | Other | | |
| SINHA DHARMENDRA KUMARPresident Global ClientC/O COGNIZANT TECHNOLOGY SOLUTIONSPresident Global ClientCORP.Serv.500 FRANK W. BURR BLVDServ.TEANECK, NJ 07666Teaner Client | | | |
| Signatures | | | |
| /s/ Harry Demas, on behalf of Dharmendra Kumar Sinha, by Power of Attorney 03/06/2017 | | | |
| **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).

Represents the total 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 March 2, 2017 based upon the audited financials

(1) for the 2016 fiscal year. The performance-based restricted stock units were granted on November 30, 2015 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan. In accordance with the performance-based restricted stock unit award, 1/2 of the vested performance-based restricted stock units shall be issued on June 1, 2017, provided the reporting person remains in the Company's service through such date. (Continued in the next footnote.)

Continued from the previous footnote.) The remaining 1/2 of the vested performance-based restricted stock units shall be issued on December 1, 2018, provided that the grantee remains in the Company's service through such date. Each performance-based restricted

(2) stock unit represents a contingent right to receive one share of the Company's Class A Common Stock. The reporting person will disclose the receipt of shares of the Company's Class A Common Stock underlying the performance-based restricted stock units on Table I of Form 4, if and when such reporting person satisfies the aforementioned service-based conditions.

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.