

COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 8-K

September 20, 2018

---

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

---

FORM 8-K

---

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of report (Date of earliest event reported): September 14, 2018

---

Cognizant Technology Solutions Corporation  
(Exact Name of Registrant as Specified in Charter)

---

Delaware                              0-24429              13-3728359  
(State or Other Jurisdiction      (Commission      (IRS Employer  
of Incorporation)                  File Number)      Identification No.)

Glenpointe Centre West  
500 Frank W. Burr Blvd.                              07666  
Teaneck, New Jersey  
(Address of Principal Executive Offices)      (Zip Code)  
(201) 801-0233  
(Registrant's telephone number, including area code)  
Not applicable  
(Former Name or Former Address, if Changed Since Last Report)

---

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 14, 2018, the Board of Directors of Cognizant Technology Solutions Corporation (the "Company") amended Article I, Section 2 of the Company's by-laws to reduce the percentage of outstanding shares required for stockholders to request a special meeting from 25% to 10% (as amended and restated, the "Amended and Restated By-Laws"). No other changes were made to Article I, Section 2, or to any other provision of the Company's by-laws. The Board of Directors adopted the Amended and Restated By-Laws in response to a stockholder proposal that received majority support at the Company's Annual Meeting of Stockholders held on June 5, 2018. The Amended and Restated By-Laws are effective immediately.

The Amended and Restated By-Laws, along with a copy marked to show changes from the prior by-laws, are filed herewith as Exhibits 3.1 and 3.2, respectively. The above description of the amendment contained in the Amended and Restated By-Laws does not purport to be complete and is qualified in its entirety by reference to the full text of the Amended and Restated By-Laws, which is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

3.1 Amended and Restated By-Laws, as adopted on September 14, 2018

3.2 Amended and Restated By-Laws, as adopted on September 14, 2018, marked to show amendments

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION**

By: /s/ Matthew W. Friedrich

Name: Matthew W. Friedrich

Title: Executive Vice President, General Counsel and Chief Corporate Affairs Officer

Date: September 19, 2018