

## COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 4

June 05, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 \*  
McLoughlin Karen

(Last) (First) (Middle)

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)  
06/03/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Chief Financial Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |
| Class A<br>Common<br>Stock            | 06/03/2014                              |                                                             | M                                       |                                                                         | 1,669<br>(1)                                                                                                       | A \$ 0                                                               | 23,252 D                                                          |
| Class A<br>Common<br>Stock            | 06/03/2014                              |                                                             | F                                       |                                                                         | 866 (2)                                                                                                            | D \$ 48.5                                                            | 22,386 D                                                          |
| Class A<br>Common<br>Stock            | 06/03/2014                              |                                                             | M                                       |                                                                         | 1,227<br>(3)                                                                                                       | A \$ 0                                                               | 23,613 D                                                          |

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|                            |            |   |                          |   |            |        |   |
|----------------------------|------------|---|--------------------------|---|------------|--------|---|
| Class A<br>Common<br>Stock | 06/03/2014 | F | 637 <sup>(2)</sup>       | D | \$<br>48.5 | 22,976 | D |
| Class A<br>Common<br>Stock | 06/03/2014 | M | 16,594<br><sup>(4)</sup> | A | \$ 0       | 39,570 | D |
| Class A<br>Common<br>Stock | 06/03/2014 | F | 8,604<br><sup>(2)</sup>  | D | \$<br>48.5 | 30,966 | 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date Exercisable Expiration Date                               | Title                                                          |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(5)</sup>                                                   | 06/03/2014                              |                                                             | M                                       | 1,669                                                                                                        | 06/03/2014 <sup>(6)</sup> 06/03/2014 <sup>(6)</sup>            | Class A<br>Common<br>Stock                                     |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(5)</sup>                                                   | 06/03/2014                              |                                                             | M                                       | 1,227                                                                                                        | 06/03/2014 <sup>(7)</sup> 06/03/2014 <sup>(7)</sup>            | Class A<br>Common<br>Stock                                     |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(5)</sup>                                                   | 06/03/2014                              |                                                             | M                                       | 16,594                                                                                                       | 06/03/2014 <sup>(8)</sup> 06/03/2014 <sup>(8)</sup>            | Class A<br>Common<br>Stock                                     |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                    |       |
|----------------------------------------------------------|---------------|-----------|--------------------|-------|
|                                                          | Director      | 10% Owner | Officer            | Other |
| McLoughlin Karen<br>COGNIZANT TECHNOLOGY SOLUTIONS CORP. |               |           | Chief<br>Financial |       |

500 FRANK W. BURR BLVD.  
TEANECK, NJ 07666

Officer

## Signatures

/s/ Dana L. Gilbert, on behalf of Karen McLoughlin, by Power of Attorney

06/05/2014

\_\_\_\_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) 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, 2012.
- (2) Represents the portion of shares of Class A Common Stock that the Company determined to settle in cash to pay applicable tax withholding.
- (3) 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.
- (4) Represents the number of shares of Class A Common Stock received from the vesting of 1/3 of the vested performance-based restricted stock units previously granted to the reporting person under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan on December 3, 2012.
- (5) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.
- (6) The restricted stock units were granted on December 3, 2012 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 will be fully vested on December 3, 2015.
- (7) 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 will be fully vested on December 3, 2016.
- (8) The performance-based restricted stock units were granted on December 3, 2012 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 issuable on the eighteen-month anniversary of the date of grant of such performance-based restricted stock units, provided the reporting person remained in the Company's service through such anniversary date. The remaining 2/3 of the vested performance-based restricted stock units shall be issued on the thirty-six month anniversary of the date of grant of such performance-based restricted stock units, provided that the reporting person remains 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.