

CHINTAMANENI RAMAKRISHNA PRASAD

Form 4

July 03, 2018

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHINTAMANENI
RAMAKRISHNA PRASAD

(Last) (First) (Middle)

C/O 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)
07/01/2018

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)
President Global Inds. & Cnslt

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	07/01/2018		M		3,589 (1)	A \$ 0	25,699 D
Class A Common Stock	07/01/2018		F		1,748 (2)	D \$ 78.99	23,951 D
Class A Common Stock	07/01/2018		M		724 (3)	A \$ 0	24,675 D

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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. Transaction Code (Instr. 8)	5. Number of 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 Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽⁴⁾	07/01/2018		M		3,589		07/01/2018 ⁽⁵⁾	07/01/2018 ⁽⁵⁾	Class A Common Stock	3,589
Restricted Stock Units	\$ 0 ⁽⁴⁾	07/01/2018		M		724		07/01/2018 ⁽⁶⁾	07/01/2018 ⁽⁶⁾	Class A Common Stock	724

Reporting Owner Name / Address

Relationships				
Director	10% Owner	Officer		Other
		President Global Inds. & Cnslt		

/s/ Harry Demas, on behalf of Ramakrishna Prasad Chintamaneni, by Power of Attorney

07/03/2018

 **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 number of shares of the Company's 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 February 16, 2016.

(1) 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 the Company's 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 1, 2016.

(2) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.

The performance-based restricted stock units (the "PSUs") were granted on February 16, 2016 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan. In accordance with the PSU award agreement, 1/3 of the vested PSUs were issuable on July 1, 2018, provided the reporting person remained in the Company's service through such date. The remaining 2/3 of the vested PSUs shall be issued on January 1, 2019, provided that the reporting person remains in the Company's service through such date.

The performance-based restricted stock units (the "PSUs") were granted on December 1, 2016 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan. In accordance with the PSU award agreement, 1/3 of the vested PSUs were issuable on July 1, 2018, provided the reporting person remained in the Company's service through such date. The remaining 2/3 of the vested PSUs shall be issued on January 1, 2019, provided that the reporting person remains in the Company's service through such date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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