

DSOUZA FRANCISCO
 Form 4
 February 28, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 DSOUZA FRANCISCO

2. Issuer Name and Ticker or Trading Symbol
 COGNIZANT TECHNOLOGY SOLUTIONS CORP [CTSH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Executive Officer

C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 FRANK W. BURR BLVD.

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TEANECK, NJ 07666

(City) (State) (Zip)

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/26/2019		A		(2)	(2)	Class A Common Stock	83,287
Restricted Stock Units (3)	(1) (3)	02/26/2019		A		(3)	(3)	Class A Common Stock	173,741

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DSOUZA FRANCISCO C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD. TEANECK, NJ 07666	X		Chief Executive Officer	

Signatures

/s/ Harry Demas, on behalf of Francisco D'Souza, by Power of Attorney 02/28/2019

__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) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock of Cognizant Technology Solutions Corporation (the "Company").
- The time-vesting restricted stock units (the "RSUs") were granted on February 26, 2019 under the Cognizant Technology Solutions Corporation 2017 Incentive Award Plan. One fourth (1/4th) of the RSUs will vest and be settled and issuable to Mr. D'Souza on March 31, 2019 and 3/4ths will vest on June 30, 2019, provided with respect to each such date that Mr. D'Souza remains in the employment of the Company through such date. The shares of Common Stock underlying any RSUs vesting on June 30, 2019 shall be settled and issuable to Mr. D'Souza as follows: 1/3rd on June 30, 2019, 1/3rd on September 30, 2019 and 1/3rd on December 31, 2019.
- (2) Represents the total number of performance-based restricted stock units (the "PSUs") that are eligible to vest as a result of the Company having attained certain performance milestones, as determined by the Company's Compensation Committee on February 26, 2019 based upon the Company's audited financial statements for the 2017 and 2018 fiscal years. The PSUs were granted on March 2, 2017 pursuant to the Company's 2009 Incentive Compensation Plan. In accordance with the award agreement, the PSUs were originally scheduled to vest 1/3rd on July 1, 2019 and 2/3rds on January 1, 2020. However, pursuant to a letter agreement entered into between the Company and Mr. D'Souza on February 1, 2019, subject to Mr. D'Souza's continued employment with the Company through June 30, 2019, the vesting of the PSUs will be fully accelerated and shall settle and become issuable to Mr. D'Souza on the date thereafter upon which his required release becomes effective.

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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