

SINHA DHARMENDRA KUMAR

Form 4

December 04, 2018

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

OMB APPROVAL

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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 *
SINHA DHARMENDRA KUMAR

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)
12/01/2018

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
 President Global Client Serv.

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

(Street)

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)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	12/01/2018		M		393 ⁽¹⁾	A \$ 0	25,881 D
Class A Common Stock	12/01/2018		F		192 ⁽²⁾	D \$ 71.23	25,689 D
Class A Common Stock	12/01/2018		M		2,316 ⁽³⁾	A \$ 0	28,005 D

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Class A Common Stock	12/01/2018	F	1,128 (2)	D	\$ 71.23	26,877	D
Class A Common Stock	12/01/2018	M	753 (4)	A	\$ 0	27,630	D
Class A Common Stock	12/01/2018	F	371 (2)	D	\$ 71.23	27,259	D
Class A Common Stock	12/01/2018	M	1,965 (5)	A	\$ 0	29,224	D
Class A Common Stock	12/01/2018	F	957 (2)	D	\$ 71.23	28,267	D

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

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(9-02)

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

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	\$ 0 (6)	12/01/2018		M	393	12/01/2018(7) 12/01/2018(7)	Class A Common Stock
Restricted Stock Units	\$ 0 (6)	12/01/2018		M	2,316	12/01/2018(8) 12/01/2018(8)	Class A Common Stock
Restricted Stock Units	\$ 0 (6)	12/01/2018		M	753	12/01/2018(9) 12/01/2018(9)	Class A Common Stock

Restricted									Class A
Stock	\$ 0 ⁽⁶⁾	12/01/2018	M	1,965	12/01/2018 ⁽¹⁰⁾	12/01/2018 ⁽¹⁰⁾			Common
Units									Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SINHA DHARMENDRA KUMAR C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD. TEANECK, NJ 07666	President Global Client Serv.

Signatures

/s/ Harry Demas, on behalf of Dharmendra Kumar Sinha, by Power of Attorney	12/04/2018
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__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 Class A Common Stock of Cognizant Technology Solutions Corporation (the "Company") received from the vesting of 1/12th of the restricted stock unit award granted on February 16, 2016.
 - (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 1/12th of the restricted stock unit award granted on December 1, 2016.
 - (4) Shares of the Company's Class A Common Stock received from the vesting of 1/12th of the restricted stock unit award granted on February 26, 2018.
 - (5) Represents the number of shares of Class A Common Stock received from the vesting of 1/2 of the performance-based restricted stock unit award granted to the reporting person under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan on November 30, 2015.
 - (6) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.
 - (7) The restricted stock units were granted on February 16, 2016 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan and vest in quarterly installments over three years, commencing on June 1, 2016, 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 March 1, 2019.
 - (8) The restricted stock units were granted on December 1, 2016 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan and vest in quarterly installments over three years, commencing on March 1, 2017, 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 1, 2019.
 - (9) The restricted stock units were granted on February 26, 2018 under the Cognizant Technology Solutions Corporation 2017 Incentive Award Plan and vest in quarterly installments over three years, commencing on June 1, 2018, 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 March 1, 2021.
 - (10) The performance-based restricted stock units were granted on November 30, 2015 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan. In accordance with the performance-based restricted stock unit award agreement, 1/2 of

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the vested performance-based restricted stock units were vested and issuable on June 1, 2017, provided the reporting person remained in the Company's service through such date. The remaining 1/2 of the vested performance-based restricted stock units were vested and issuable on December 1, 2018, provided that the reporting person remained 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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