

COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 8-K/A

September 27, 2017

---

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

---

FORM 8-K/A

(Amendment No. 1)

---

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): June 6, 2017

---

Cognizant Technology Solutions Corporation

(Exact Name of Registrant as Specified in Charter)

---

Delaware	0-24429	13-3728359
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer 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 (§230.45 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. "

---

## Explanatory Note

This Current Report on Form 8-K/A amends the Current Report on Form 8-K filed by Cognizant Technology Solutions Corporation (the “Company”) with the Securities and Exchange Commission on June 7, 2017 (the “Original Report”). The sole purpose of this amendment is to disclose the Company’s decision regarding how frequently it will conduct stockholder advisory votes on executive compensation. No other changes have been made to the Original Report.

### Item 5.07. Submission of Matters to a Vote of Security Holders.

On June 6, 2017, the Company held its annual meeting of stockholders. At the meeting, the Company’s stockholders voted, among other things, on the frequency of future advisory votes on the compensation of the Company’s named executive officers (the “Frequency Vote”). As previously reported in the Original Report, the stockholders recommended “one year” on the Frequency Vote. Based on the results of the Frequency Vote and consistent with the recommendation of the Board of Directors of the Company (the “Board”), the Board has determined to hold an advisory vote on the compensation of the Company’s named executive officers every year until the next advisory vote regarding the frequency of future advisory votes on the compensation of the Company’s named executive officers is submitted to the stockholders, or the Board otherwise determines that a different frequency for such advisory votes is in the best interests of the Company.

---

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/ Karen McLoughlin  
Name: Karen McLoughlin  
Title: Chief Financial Officer  
Date: September 26, 2017