

GOMATAM SUMITHRA
 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 *
 GOMATAM SUMITHRA

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 President - Digital Operations

(Last) (First) (Middle)
 C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 FRANK W. BURR BLVD.

3. Date of Earliest Transaction (Month/Day/Year)
 12/01/2018

(Street)
 TEANECK, NJ 07666

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

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)	Price		
Class A Common Stock	12/01/2018		M	732 ⁽¹⁾	A \$ 0	9,812	D
Class A Common Stock	12/01/2018		F	255 ⁽²⁾	D \$ 71.23	9,557	D
Class A Common Stock	12/01/2018		M	827 ⁽³⁾	A \$ 0	10,384	D

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Class A
Common Stock 12/01/2018 F 288 ⁽²⁾ D \$ 71.23 10,096 D

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

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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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽⁴⁾	12/01/2018		M	732	12/01/2018 ⁽⁵⁾ 12/01/2018 ⁽⁵⁾	Class A Common Stock	732
Restricted Stock Units	\$ 0 ⁽⁴⁾	12/01/2018		M	827	12/01/2018 ⁽⁶⁾ 12/01/2018 ⁽⁶⁾	Class A Common Stock	827

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GOMATAM SUMITHRA
C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP.
500 FRANK W. BURR BLVD.
TEANECK, NJ 07666

President - Digital Operations

Signatures

/s/ Harry Demas, on behalf of Sumithra Gomatam, by Power of Attorney

12/04/2018

**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).

(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 December 1, 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.

Represents the number of shares of the Company's Class A Common Stock received from the vesting of 1/2 of the vested performance based restricted stock units granted under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan on November 30, 2015.

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

(5) 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.

(6) 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 the 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 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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