

CHINTAMANENI RAMAKRISHNA PRASAD

Form 4

September 14, 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

OMB  
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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  
SymbolCOGNIZANT TECHNOLOGY  
SOLUTIONS CORP [CTSH]3. Date of Earliest Transaction  
(Month/Day/Year)

09/12/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director      \_\_\_\_ 10% Owner  
☒ Officer (give title below)      \_\_\_\_ Other (specify below)  
 President Global Inds. & Cnslt

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |
| Class A<br>Common<br>Stock            | 09/12/2018                              |                                                             | M                                       |                                                                            | 2,212<br>(1)                                                                                                       | A \$ 0                                                               | 27,810 D                                                          |
| Class A<br>Common<br>Stock            | 09/12/2018                              |                                                             | F                                       |                                                                            | 1,081<br>(2)                                                                                                       | D \$ 75.7                                                            | 26,729 D                                                          |
| Class A<br>Common<br>Stock            | 09/12/2018                              |                                                             | M                                       |                                                                            | 878 (3)                                                                                                            | A \$ 0                                                               | 27,607 D                                                          |

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Class A  
Common Stock      09/12/2018      F      432 <sup>(2)</sup> D      \$ 75.7      27,175      D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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 of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|
| Restricted Stock Units                     | \$ 0 <sup>(4)</sup>                                    | 09/12/2018                           |                                                    | M                              | 2,212                                                                                   | 09/12/2018 <sup>(5)</sup> 09/12/2018 <sup>(5)</sup>      | Class A Common Stock                                        | 2,212                      |
| Restricted Stock Units                     | \$ 0 <sup>(4)</sup>                                    | 09/12/2018                           |                                                    | M                              | 878                                                                                     | 09/12/2018 <sup>(6)</sup> 09/12/2018 <sup>(6)</sup>      | Class A Common Stock                                        | 878                        |

## Reporting Owners

| Reporting Owner Name / Address                                                                                              | Relationships                             |
|-----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| CHINTAMANENI RAMAKRISHNA PRASAD<br>C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP.<br>500 FRANK W. BURR BLVD.<br>TEANECK, NJ 07666 | Director    10% Owner    Officer    Other |
|                                                                                                                             | President Global Inds. & Cnslt            |

## Signatures

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

09/14/2018

                    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 the Company's Class A Common Stock received from the vesting of 1/12 of the restricted stock unit award granted on December 12, 2017.
- (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 1/12 of the restricted stock unit award granted on June 12, 2018.
- (4) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.

The restricted stock units were granted on December 12, 2017 under the Cognizant Technology Solutions Corporation 2017 Incentive Award Plan and vest in quarterly installments over three years, commencing on March 12, 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 December 12, 2020.
- (5) 

The restricted stock units were granted on June 12, 2018 under the Cognizant Technology Solutions Corporation 2017 Incentive Award Plan and vest in quarterly installments over three years, commencing on September 12, 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 June 12, 2021.
- (6) 

The restricted stock units were granted on June 12, 2018 under the Cognizant Technology Solutions Corporation 2017 Incentive Award Plan and vest in quarterly installments over three years, commencing on September 12, 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 June 12, 2021.

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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