

McLoughlin Karen  
Form 4  
March 05, 2019

**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 \*  
McLoughlin Karen

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)  
COGNIZANT TECHNOLOGY  
SOLUTIONS CORP., 500 FRANK  
W. BURR BLVD.

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Chief Financial Officer

(Street)  
TEANECK, NJ 07666

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----------------------|------------|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount               | (A) or (D) | Price   |  |   |
| Class A Common Stock            | 03/01/2019                           |  | M                              |   | 1,607 <sup>(1)</sup> | A          | <u>(2)</u>  | 65,661   | D   |
| Class A Common Stock            | 03/01/2019                           |  | F                              |   | 814 <sup>(3)</sup>   | D          | \$ 72.13  | 64,847   | D   |
| Class A Common Stock            | 03/02/2019                           |  | M                              |   | 1,438 <sup>(4)</sup> | A          | <u>(2)</u>  | 66,285   | D   |

# Edgar Filing: McLoughlin Karen - Form 4

Class A  
Common Stock 03/02/2019 F 722 <sup>(3)</sup> D \$ 72.13 65,563 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Pr<br>Deriv<br>Secu<br>(Instr |  |
|---|--|---|---|--------------------------------------|---|--|-----|---|--------------------|----------------------------------|--|
|   |  |   |   | Code                                 | V   | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title                            | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units                        | (2)  | 03/01/2019                              |   | M                                    |   | 1,607  |     | (5)   | (5)                | Class A<br>Common<br>Stock       | 1,607                                  |
| Restricted<br>Stock<br>Units                        | (2)  | 03/02/2019                              |   | M                                    |   | 1,438  |     | (6)   | (6)                | Class A<br>Common<br>Stock       | 1,438                                  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| McLoughlin Karen<br>COGNIZANT TECHNOLOGY SOLUTIONS CORP.<br>500 FRANK W. BURR BLVD.<br>TEANECK, NJ 07666 | Chief<br>Financial<br>Officer    |

## Signatures

/s/ Harry Demas, on behalf of Karen McLoughlin, by Power of  
Attorney

03/05/2019

\*\*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) 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 26, 2018.

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

(3) Represents the portion of shares of Class A Common Stock that the Company determined to settle in cash to pay applicable tax withholding.

(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 March 2, 2017.

(5) 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.

(6) The restricted stock units were granted on March 2, 2017 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan and vest in quarterly installments over three years, commencing on June 2, 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 March 2, 2020.

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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