

Middleton Sean
Form 4
June 05, 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 *
Middleton Sean

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)
Pres - Cognizant Accelerator

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

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2018

(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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 06/01/2018 | | M | 503 ⁽¹⁾ | A \$ 0 | 5,163 | D |
| Class A Common Stock | 06/01/2018 | | F | 154 ⁽²⁾ | D \$ 76.87 | 5,009 | D |
| Class A Common Stock | 06/01/2018 | | M | 98 ⁽³⁾ | A \$ 0 | 5,107 | D |

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| | | | | | | | |
|----------------------------|------------|---|---------------------|---|-------------|-------|---|
| Class A Common Stock | 06/01/2018 | F | 30 <u>(2)</u> | D | \$ 76.87 | 5,077 | D |
| Class A Common Stock | 06/01/2018 | M | 345 <u>(4)</u> | A | \$ 0 | 5,422 | D |
| Class A Common Stock | 06/01/2018 | F | 106 <u>(2)</u> | D | \$ 76.87 | 5,316 | D |
| Class A Common Stock | 06/01/2018 | M | 301 <u>(5)</u> | A | \$ 0 | 5,617 | D |
| Class A Common Stock | 06/01/2018 | F | 94 <u>(2)</u> | D | \$ 76.87 | 5,523 | D |
| Class A Common Stock | 06/01/2018 | M | 2,225 <u>(6)</u> | A | \$ 0 | 7,748 | D |
| Class A Common Stock | 06/01/2018 | F | 682 <u>(2)</u> | D | \$ 76.87 | 7,066 | D |
| Class A Common Stock | 06/02/2018 | M | 305 <u>(7)</u> | A | \$ 0 | 7,371 | D |
| Class A Common Stock | 06/02/2018 | F | 94 <u>(2)</u> | D | \$ 76.87 | 7,277 | 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 Underlying Security (Instr. 3 and 4) | | |
|---|--|---|---|--------------------------------------|---|--|--|-------|----------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am or |

| Restricted Stock Units | Value | Grant Date | Category | Quantity | Acquisition Date | Disposition Date | Class |
|------------------------|---------------------|------------|----------|----------|----------------------------|----------------------------|----------------------|
| Restricted Stock Units | \$ 0 ⁽⁸⁾ | 06/01/2018 | M | 503 | 06/01/2018 ⁽⁹⁾ | 06/01/2018 ⁽⁹⁾ | Class A Common Stock |
| Restricted Stock Units | \$ 0 ⁽⁸⁾ | 06/01/2018 | M | 98 | 06/01/2018 ⁽¹⁰⁾ | 06/01/2018 ⁽¹⁰⁾ | Class A Common Stock |
| Restricted Stock Units | \$ 0 ⁽⁸⁾ | 06/01/2018 | M | 345 | 06/01/2018 ⁽¹¹⁾ | 06/01/2018 ⁽¹¹⁾ | Class A Common Stock |
| Restricted Stock Units | \$ 0 ⁽⁸⁾ | 06/01/2018 | M | 301 | 06/01/2018 ⁽¹²⁾ | 06/01/2018 ⁽¹²⁾ | Class A Common Stock |
| Restricted Stock Units | \$ 0 ⁽⁸⁾ | 06/01/2018 | M | 2,225 | 06/01/2018 ⁽¹³⁾ | 06/01/2018 ⁽¹³⁾ | Class A Common Stock |
| Restricted Stock Units | \$ 0 ⁽⁸⁾ | 06/02/2018 | M | 305 | 06/02/2018 ⁽¹⁴⁾ | 06/02/2018 ⁽¹⁴⁾ | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Middleton Sean C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD. TEANECK, NJ 07666 | | | Pres - Cognizant Accelerator | |

Signatures

/s/ Harry Demas, on behalf of Sean Middleton, by Power of Attorney

06/05/2018

__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 November 30, 2015.
- (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 May 17, 2016.

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- (4) Shares of the Company's Class A Common Stock received from the vesting of 1/12 of the restricted stock unit award granted on May 15, 2017.
- (5) Shares of the Company's Class A Common Stock received from the vesting of 1/12 of the restricted stock unit award granted on February 26, 2018.
- (6) Represents the number of shares of Class A Common Stock received from the vesting of 100% of the performance-based restricted stock units previously granted to the reporting person under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan on February 16, 2016.
- (7) Shares of the Company's Class A Common Stock received from the vesting of 1/12 of the restricted stock unit award granted on March 2, 2017.
- (8) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.
- (9) The restricted stock units were granted on November 30, 2015 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan and vest in quarterly installments over three years, commencing on March 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 December 1, 2018.
- (10) The restricted stock units were granted on May 17, 2016 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan and vest in quarterly installments over three years, commencing on September 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 June 1, 2019.
- (11) The restricted stock units were granted on May 15, 2017 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan and vest in quarterly installments over three years, commencing on September 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 June 1, 2020.
- (12) 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.
- (13) The performance-based restricted stock units (the "PSUs") were granted on February 16, 2016 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan. In accordance with the PSU award agreement, 100% of the vested PSUs were issuable on June 1, 2018, provided the reporting person remained in the Company's service through such date.
- (14) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.