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COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form SC 13G

September 10, 2002

SCHEDULE 13G

Amendment No. 0  
Cognizant Technology Solutions Corporation  
Class A Common Stock  
Cusip #192446102

Cusip #192446102  
Item 1: Reporting Person - FMR Corp.  
Item 4: Commonwealth of Massachusetts  
Item 5: 2,538  
Item 6: 0  
Item 7: 1,028,908  
Item 8: 0  
Item 9: 1,028,908  
Item 11: 12.044%  
Item 12: HC

Cusip #192446102  
Item 1: Reporting Person - Edward C. Johnson 3d  
Item 4: United States of America  
Item 5: 0  
Item 6: 0  
Item 7: 1,028,908  
Item 8: 0  
Item 9: 1,028,908  
Item 11: 12.044%  
Item 12: IN

Cusip #192446102  
Item 1: Reporting Person - Abigail P. Johnson  
Item 4: United States of America  
Item 5: 0  
Item 6: 0  
Item 7: 1,028,908  
Item 8: 0  
Item 9: 1,028,908  
Item 11: 12.044%  
Item 12: IN

SCHEDULE 13G - TO BE INCLUDED IN  
STATEMENTS  
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Item 1(a). Name of Issuer:  
  
Cognizant Technology Solutions  
Corporation  
  
Item 1(b). Name of Issuer's Principal Executive Offices:

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500 Glenpointe Centre West  
Teaneck, NJ 07666

Item 2(a). Name of Person Filing:

FMR Corp.

Item 2(b). Address or Principal Business Office or, if None,  
Residence:

82 Devonshire Street, Boston,  
Massachusetts 02109

Item 2(c). Citizenship:

Not applicable

Item 2(d). Title of Class of Securities:

Class A Common Stock

Item 2(e). CUSIP Number:

192446102

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) and the person filing, FMR Corp., is a parent holding company in accordance with Section 240.13d-1(b)(ii)(G). (Note: See Item 7).

Item 4. Ownership

- (a) Amount Beneficially Owned: 1,028,908
- (b) Percent of Class: 12.044%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 2,538
  - (ii) shared power to vote or to direct the vote: 0
  - (iii) sole power to dispose or to direct the disposition of: 1,028,908
  - (iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the

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sale of, the Class A Common Stock of Cognizant Technology Solutions Corporation. The interest of one person, Fidelity OTC Portfolio, an investment company registered under the Investment Company Act of 1940, in the Class A Common Stock of Cognizant Technology Solutions Corporation, amounted to 854,200 shares or 9.999% of the total outstanding Class A Common Stock at August 31, 2002.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit(s) A, B.

Item 8. Identification and Classification of Members of the Group.

Not Applicable. See attached Exhibit A.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 13G in connection with FMR Corp.'s beneficial ownership of the Class A Common Stock of Cognizant Technology Solutions Corporation at August 31, 2002 is true, complete and correct.

September 10, 2002  
Date

/s/Eric D. Roiter  
Signature

Eric D. Roiter  
Duly authorized under Power of Attorney dated December 30, 1997 by and on behalf of FMR Corp. and its direct and indirect subsidiaries

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Pursuant to the instructions in Item 7 of Schedule

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13G, Fidelity Management & Research Company ("Fidelity"), 82 Devonshire Street, Boston, Massachusetts 02109, a wholly-owned subsidiary of FMR Corp. and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 1,026,370 shares or 12.014% of the Class A Common Stock outstanding of Cognizant Technology Solutions Corporation ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.

The ownership of one investment company, Fidelity OTC Portfolio, amounted to 854,200 shares or 9.999% of the Class A Common Stock outstanding. Fidelity OTC Portfolio has its principal business office at 82 Devonshire Street, Boston, Massachusetts 02109.

Edward C. Johnson 3d, FMR Corp., through its control of Fidelity, and the funds each has sole power to dispose of the 1,026,370 shares owned by the Funds.

Neither FMR Corp. nor Edward C. Johnson 3d, Chairman of FMR Corp., has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees.

Geode Capital Management, LLC, 53 State Street, Boston, Massachusetts 02109, a Delaware limited liability company ("Geode LLC"), is the beneficial owner of 2,538 shares or 0.030% of the outstanding common stock of the Company. Geode LLC is wholly-owned by Fidelity Investors III Limited Partnership ("FILP III"), a Delaware limited partnership. Geode LLC is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940. Fidelity Investors Management, LLC ("FIML"), a Delaware limited liability company, is the general partner and investment manager of FILP III, and is an investment manager registered under Section 203 of the Investment Advisers Act of 1940. The managers of Geode LLC, the members of FIML and the limited partners of FILP III are certain shareholders and employees of FMR Corp.

Members of the Edward C. Johnson 3d family are the predominant owners of Class B shares of common stock of FMR Corp., representing approximately 49% of the voting power of FMR Corp. Mr. Johnson 3d owns 12.0% and Abigail Johnson owns 24.5% of the aggregate outstanding voting stock of FMR Corp. Mr. Johnson 3d is Chairman of FMR Corp. and Abigail P. Johnson is a Director of FMR Corp. The Johnson family group and all other Class B shareholders have entered into a shareholders' voting agreement under which all Class B shares will be voted in accordance with the majority vote of Class B shares. Accordingly, through their ownership of voting common stock and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR Corp.

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STATEMENTS

FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)  
RULE 13d-1(f) (1) AGREEMENT

The undersigned persons, on September 10, 2002,  
agree and consent to the joint filing on their behalf of this  
Schedule 13G in connection with their beneficial ownership of  
the Class A Common Stock of Cognizant Technology  
Solutions Corporation at August 31, 2002.

FMR Corp.

By /s/Eric D. Roiter  
Eric D. Roiter  
Duly authorized under Power of Attorney  
dated December 30, 1997, by and on behalf  
of FMR Corp. and its direct and indirect  
subsidiaries

Edward C. Johnson 3d

By /s/Eric D. Roiter  
Eric D. Roiter  
Duly authorized under Power of Attorney  
dated December 30, 1997, by and on behalf  
of Edward C. Johnson 3d

Abigail P. Johnson

By /s/Eric D. Roiter  
Eric D. Roiter  
Duly authorized under Power of Attorney  
dated December 30, 1997, by and on behalf  
of Abigail P. Johnson

Fidelity Management & Research Company

By /s/Eric D. Roiter  
Eric D. Roiter  
Senior V.P. and General Counsel

Fidelity OTC Portfolio

By /s/Eric D. Roiter  
Eric D. Roiter  
Secretary

