

COGNIZANT TECHNOLOGY SOLUTIONS CORP
 Form 3
 February 03, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

| | | | |
|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Telesmanic Robert</p> <p>(Last) (First) (Middle)</p> <p>C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP.,Â 500 FRANK W. BURR BLVD.</p> <p>(Street)</p> <p>TEANECK,Â NJÂ 07666</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/27/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>COGNIZANT TECHNOLOGY SOLUTIONS CORP [CTSH]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, Cont. & Chief Acct. Offc.</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Stock | 13,874 | D | Â |
| Class A Common Stock | 800 | I | By Parent's Estate <u>(1)</u> |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: COGNIZANT TECHNOLOGY SOLUTIONS CORP - Form 3

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---------------------|--|----------------------------------|---|---|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Employee Stock Option (Right to Buy) ⁽²⁾ | 08/14/2009 | 08/14/2018 | Class A Common Stock | 20,000 | \$ 15.53 | D | Â |
| Restricted Stock Units | Â ⁽³⁾ | Â ⁽³⁾ | Class A Common Stock | 375 | \$ ⁽⁴⁾ | D | Â |
| Restricted Stock Units | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Class A Common Stock | 6,267 | \$ ⁽⁴⁾ | D | Â |
| Restricted Stock Units ⁽⁶⁾ ⁽⁷⁾ | Â ⁽⁶⁾⁽⁷⁾ | Â ⁽⁶⁾⁽⁷⁾ | Class A Common Stock | 3,214 | \$ ⁽⁶⁾ ⁽⁷⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Telesmanic Robert C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD. TEANECK, NJ 07666 | Â | Â | Â SVP, Cont. & Chief Acct. Offc. | Â |

Signatures

/s/ Harry Demas, on behalf of Robert Telesmanic, by Power of Attorney

02/03/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The reporting person has been the Appointed Fiduciary of the estate since May 2015. Except to the extent of his pecuniary interest, the reporting person disclaims beneficial ownership of the securities held by the estate.
- (2) Such options were granted on August 14, 2008 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. Such options were fully vested on August 14, 2012.
- (3) The restricted stock units were granted on May 22, 2014 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan and vest in equal quarterly installments over 12 quarters beginning on September 1, 2014, so that the stock units will be fully vested on June 1, 2017.
- (4) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.

Edgar Filing: COGNIZANT TECHNOLOGY SOLUTIONS CORP - Form 3

- The restricted stock units were granted on December 1, 2014 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan and vest in equal quarterly installments over 12 quarters beginning on March 1, 2015, so that the stock units will be fully vested on December 1, 2017.

- Represents the remaining number of performance-based restricted stock units which vested based upon attainment by the Company of certain performance milestones, as determined by the Company's compensation committee on February 25, 2016 based upon the audited financials for the 2015 fiscal year. The performance-based restricted stock units were granted on December 1, 2014 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan. In accordance with the performance-based restricted stock unit award, 50% of the vested performance-based restricted stock units were settled in the Company's Class A Common Stock on June 1, 2016. (Continued in the next footnote.)

- (Continued from the previous footnote.) The remaining 50% of the vested performance-based restricted stock units will be settled in the Company's Class A Common Stock on December 1, 2017, provided that the grantee remains in the Company's service through such anniversary date. Each performance-based restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.

Â

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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.