Lennox James Patrick Form 4 June 05, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

2. Issuer Name and Ticker or Trading

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

| Lennox James Patrick | | | Symbol COGNIZANT TECHNOLOGY | | | | | Issuer | | | |
|---|--|---------------|--|--------------------------|--------------|--|--|---|---|----------|--|
| | SOLUTIONS CORP [CTSH] | | | | | (Check all applicable) | | | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | Director 10% Owner X Officer (give title Other (specify | | | |
| C/O COGNIZANT TECHNOLOGY | | | 06/01/2018 | | | | | below) below) EVP - Chief People Officer | | | |
| SOLUTIONS CORP., 500 FRANK W. BURR BLVD. | | | | | | | | | | | |
| (Street) 4. If Am | | | | Amendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | |
| File | | | | Filed(Month/Day/Year) | | | | Applicable Line) _X_ Form filed by One Reporting Person | | | |
| TEANECK | , NJ 07666 | | | | | | Form filed by More than One Reporting Person | | | | |
| (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Dat (Month/Day/Year) | Execution any | 1 | | d of (D) | Owned Indirect (I) Own Following (Instr. 4) (Inst | | | | | |
| | | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | | |
| Class A Common Stock | 06/01/2018 | | | M | 1,638 (1) | A | \$ 0 | 7,193 <u>(2)</u> | D | | |
| Class A Common Stock | 06/01/2018 | | | F | 630 (3) | D | \$ 76.87 | 6,563 | D | | |
| Class A Common Stock | 06/01/2018 | | | M | 6,012 (4) | A | \$ 0 | 12,575 | D | | |

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

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response...

5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

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Class A Common

Stock

06/01/2018

 $^{2,310}_{_{(3)}}$ D $^{\$}_{76.87}$ 10,265

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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) | Transaction Derivative Code Securities | | erivative Date urities (Month/Day/Year) uired or oosed of r. 3, 4, | | 7. Title and Amour Underlying Securit (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|---|--|-------|--|-----------------|--|--------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amo or Num of Shar |
| Restricted Stock Units | \$ 0 (5) | 06/01/2018 | | M | | 1,638 | 06/01/2018(6) | 06/01/2018(6) | Class A Common Stock | 1,6 |
| Restricted Stock Units | \$ 0 (5) | 06/01/2018 | | M | | 6,012 | 06/01/2018(7) | 06/01/2018(7) | Class A Common Stock | 6,1 |

Reporting Owners

| Reporting Owner Name / Address | | | Relationships | onsinps | | |
|--------------------------------|----------|-----------|---------------|---------|--|--|
| | Director | 10% Owner | Officer | Other | | |

Lennox James Patrick

C/O COGNIZANT TECHNOLOGY SOLUTIONS

CORP.

EVP - Chief People Officer

500 FRANK W. BURR BLVD. TEANECK, NJ 07666

Signatures

/s/ Harry Demas, on behalf of James Lennox, by Power of 06/05/2018 Attorney

> **Signature of Reporting Person Date

Reporting Owners 2

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 February 16, 2016.
- (2) Includes 352 shares acquired under the Company's 2004 Employee Stock Purchase Plan, as amended, on March 29, 2018.
- (3) Represents the portion of shares of Class A Common Stock that the Company determined to settle in cash to pay applicable tax withholding.
 - Represents the number of shares of the Company's Class A Common Stock received from the vesting of 100% of the vested
- (4) performance-based restricted stock units previously granted to the reporting person under the Cognizant Technology Solutions 2009 Incentive Compensation Plan on February 16, 2016.
- (5) 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 February 16, 2016 under the Cognizant Technology Solutions Corporation 2009 Incentive
- (6) Compensation Plan and vest in quarterly installments over three years, commencing on June 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 March 1, 2019.
- The performance-based restricted stock units (the "PSUs") were granted on February 16, 2016 under the Cognizant Technology Solutions (7) 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.

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.