

DSOUZA FRANCISCO  
Form 4  
March 05, 2019

**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 \*  
DSOUZA FRANCISCO

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)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chief Executive Officer

C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 FRANK W. BURR BLVD.

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

TEANECK, NJ 07666

(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)
			Code	V	Amount or Price		
Class A Common Stock	03/01/2019		M		4,018 (1)	A	(2) 492,370
Class A Common Stock	03/01/2019		F		2,034 (3)	D	\$ 72.13 490,336
Class A Common Stock	03/02/2019		M		5,227 (4)	A	(2) 495,563

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Class A  
Common Stock    03/02/2019    F    2,623<sup>(3)</sup>    D    \$ 72.13    492,940    D

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

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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)	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 of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	<u>(2)</u>	03/01/2019		M	4,018	<u>(5)</u> / <u>(5)</u>	Class A Common Stock	4,018
Restricted Stock Units	<u>(2)</u>	03/02/2019		M	5,227	<u>(6)</u> / <u>(6)</u>	Class A Common Stock	5,227

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DSOUZA FRANCISCO C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD. TEANECK, NJ 07666	X		Chief Executive Officer	

## Signatures

/s/ Harry Demas, on behalf of Francisco D'Souza, 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 were originally scheduled to vest in quarterly installments over three years, commencing on June 1, 2018, with 1/12th of the restricted stock units vesting on each quarterly vesting date so that the restricted stock units would be fully vested on March 1, 2021. However, pursuant to the letter agreement entered into between the Company and Mr. D'Souza on February 1, 2019, subject to Mr. D'Souza's continued employment with the Company through June 30, 2019, the vesting of the restricted stock units will be fully accelerated and shall settle and become issuable to Mr. D'Souza on the date thereafter upon which his required release becomes effective.

(6) The restricted stock units were granted on March 2, 2017 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan and were originally scheduled to vest in quarterly installments over three years, commencing on June 2, 2017, with 1/12th of the restricted stock units vesting on each quarterly vesting date so that the restricted stock units would be fully vested on March 2, 2020. However, pursuant to the letter agreement entered into between the Company and Mr. D'Souza on February 1, 2019, subject to Mr. D'Souza's continued employment with the Company through June 30, 2019, the vesting of the restricted stock units will be fully accelerated and shall settle and become issuable to Mr. D'Souza on the date thereafter upon which his required release becomes effective.

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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