### Edgar Filing: COGNIZANT TECHNOLOGY SOLUTIONS CORP - Form 3

### COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 3

December 11, 2013

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

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)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement COGNIZANT TECHNOLOGY SOLUTIONS CORP  **CHINTAMANENI** (Month/Day/Year) [CTSH] 12/04/2013 RAMAKRISHNA PRASAD (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O COGNIZANT (Check all applicable) TECHNOLOGY SOLUTIONS CORP., Â 500 FRANK W. Director 10% Owner **BURR BLVD** X\_ Officer Other (give title below) (specify below) (Street) 6. Individual or Joint/Group EVP, Pres Banking & Fin. Serv. Filing(Check Applicable Line) \_X\_ Form filed by One Reporting Person TEANECK. NJÂ 07666 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities 3. (Instr. 4) Beneficially Owned Ownership Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Class A Common Stock 12,639 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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.

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

1. Title of Derivative Security2. Date Exercisable and<br/>(Instr. 4)3. Title and Amount of<br/>Securities Underlying4.5.6. Nature of Indirect<br/>OwnershipConversionOwnershipBeneficial

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	(Month/Day/Year)	Derivative Security (Instr. 4)		or Exercise Price of	Form of Derivative	Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy) (1)	08/14/2009	08/14/2018	Class A Common Stock	5,000	\$ 31.06	D	Â
Restricted Stock Units	(2)	(2)	Class A Common Stock	6,667	\$ <u>(3)</u>	D	Â
Restricted Stock Units	(4)	(4)	Class A Common Stock	2,250	\$ <u>(3)</u>	D	Â
Restricted Stock Units	(5)	(5)	Class A Common Stock	6,000	\$ <u>(3)</u>	D	Â
Restricted Stock Units (6)	(6)(7)	(6)(7)	Class A Common Stock	2,783	\$ <u>(6)</u> <u>(7)</u>	D	Â

# **Reporting Owners**

	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
CHINTAMANENI RAMAKRISHNA PRASAD C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD TEANECK, NJ 07666	Â	Â	EVP, Pres Banking & Fin. Serv.	Â	

### **Signatures**

/s/ Steven Schwartz, on behalf of Ramakrishna Prasad Chintamaneni, by Power of Attorney

12/11/2013

\*\*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) 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.
- The restricted stock units were granted on March 21, 2011 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan (2) and vest in equal quarterly installments over 12 quarters beginning on February 1, 2012, so that the stock units will be fully vested on November 1, 2014.

Reporting Owners 2

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- (3) 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 27, 2013 under the Cognizant Technology Solutions 2009 Incentive Compensation (4) Plan and vest in equal quarterly installments over 12 quarters beginning on May 27, 2013, so that the stock units will be fully vested on February 27, 2016.
- The restricted stock units were granted on December 3, 2013 under the Cognizant Technology Solutions 2009 Incentive Compensation

  (5) Plan and vest in equal quarterly installments over 12 quarters beginning on March 3, 2014, so that the stock units will be fully vested on December 3, 2016.
  - Represents the total 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 27, 2013 based upon the audited
- (6) financials for the 2012 fiscal year. The performance-based restricted stock units were granted on November 28, 2011 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 3, 2013. (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, 2014, 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.

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#### **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.