

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 (A) or (D)		
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

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.

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.