

GOMATAM SUMITHRA

Form 4

March 14, 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 \*  
**GOMATAM SUMITHRA**

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**03/12/2019**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**President - Digital Operations**

(Street)  
**TEANECK, NJ 07666**

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

(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         | (A) or (D) | Price      |                                                                                               |                                                          |                                   |
| Class A Common Stock            | 03/12/2019                           |                                                    | M                              |                                                                   | 870 <u>(1)</u> | A          | <u>(2)</u> | 14,198                                                                                        | D                                                        |                                   |
| Class A Common Stock            | 03/12/2019                           |                                                    | F                              |                                                                   | 305 <u>(3)</u> | D          | \$ 72.04   | 13,893                                                                                        | D                                                        |                                   |
| Class A Common Stock            | 03/12/2019                           |                                                    | M                              |                                                                   | 267 <u>(4)</u> | A          | <u>(2)</u> | 14,160                                                                                        | D                                                        |                                   |

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Class A  
Common Stock      03/12/2019      F      95 <sup>(3)</sup>      D      \$ 72.04      14,065      D

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>of<br>Derivative<br>Security<br>(Instr. 3) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D)                                                                 |                                                        |
| Restricted<br>Stock<br>Units                        | <u>(2)</u>                                                         | 03/12/2019                              |                                                             | M                                    |                                                                                                                    | 870                                                            | <u>(5)</u> <u>(5)</u>                                               | Class A<br>Common<br>Stock      870      \$ 0          |
| Restricted<br>Stock<br>Units                        | <u>(2)</u>                                                         | 03/12/2019                              |                                                             | M                                    |                                                                                                                    | 267                                                            | <u>(6)</u> <u>(6)</u>                                               | Class A<br>Common<br>Stock      267      \$ 0          |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director      10% Owner      Officer      Other

GOMATAM SUMITHRA  
C/O COGNIZANT TECHNOLOGY SOLUTIONS  
CORP.  
500 FRANK W. BURR BLVD.  
TEANECK, NJ 07666

President - Digital  
Operations

## Signatures

/s/ Harry Demas, on behalf of Sumithra Gomatam, by Power of  
Attorney

03/14/2019

                    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 1/12 of the restricted stock unit award granted on December 12, 2017.

(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 1/12 of the restricted stock unit award granted on June 12, 2018.

(5) The restricted stock units were granted on December 12, 2017 under the Cognizant Technology Solutions Corporation 2017 Incentive Award Plan and vest in quarterly installments over three years, commencing on March 12, 2018, 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 December 12, 2020.

(6) The restricted stock units were granted on June 12, 2018 under the Cognizant Technology Solutions Corporation 2017 Incentive Award Plan and vest in quarterly installments over three years, commencing on September 12, 2018, 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 June 12, 2021.

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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