Edgar Filing: COGNIZANT TECHNOLOGY SOLUTIONS CORP - Form 4

COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 4 June 05, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * Mackay Leo S. Jr.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

COGNIZANT TECHNOLOGY SOLUTIONS CORP [CTSH]

(Check all applicable)

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

06/03/2014

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

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

TEANECK, NJ 07666

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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)

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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. Transacti Code (Instr. 8)	5. Number on Derivation Securities Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)	ve Expiration I (Month/Day	Date	7. Title and L Underlying S (Instr. 3 and	Securities
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Common Stock Option (Right to Buy)	\$ 48.5	06/03/2014		A	8,467 (1)	<u>(2)</u>	06/03/2021	Class A Common Stock	8,467 (1)
Restricted Stock Units	<u>(3)</u>	06/03/2014		A	2,061 (1)	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	2,061 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
Mackay Leo S. Jr.						
C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP.	v					
500 FRANK W. BURR BLVD.	Λ					
TEANECK, NJ 07666						

Signatures

/s/ Dana L. Gilbert, on behalf of Leo S. Mackay, by power of attorney 06/05/2014

**Signature of Reporting Person

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) This number reflects the Issuer's two-for-one stock split in the form of a 100% stock dividend, which was effected on March 7, 2014.

Date

- (2) The options vest in two equal annual installments beginning on June 3, 2015.
- (3) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.
- (4) The restricted stock units vest in three equal annual installments beginning on June 3, 2015.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

Reporting Owners 2

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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.