Middleton Sean Form 4 October 03, 2017

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Form 5 obligations may continue. See Instruction 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

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Middleton Sean Issuer Symbol COGNIZANT TECHNOLOGY (Check all applicable) SOLUTIONS CORP [CTSH] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O COGNIZANT TECHNOLOGY 10/01/2017 Pres - Cognizant Accelerator SOLUTIONS CORP., 500 FRANK W. BURR BLVD. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) 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 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Transaction(A) or Disposed of (D) Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Class A Common 10/01/2017 M 52 (1) Α \$0 $2.987^{(2)}$ D Stock Class A Common 10/01/2017 F 2,969 D

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

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(9-02)

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displays a currently valid OMB control

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisab	le and Expiration	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Date		Underlying Securities	
Security	or Exercise		any	Code	of	(Month/Day/Year	:)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative				
	Derivative				Securities				
	Security				Acquired				
					(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
									Amount
						Date Exercisable	Expiration Date	Title	Number of
				Code V	(A) (D)				Shares
Restricted								Class A	
Stock	\$ 0 (4)	10/01/2017		M	52	10/01/2017 ⁽⁵⁾	10/01/2017(5)	Common	52
Units		,						Stock	

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

Pres - Cognizant

Accelerator

Middleton Sean

C/O COGNIZANT TECHNOLOGY SOLUTIONS

CORP.

500 FRANK W. BURR BLVD.

TEANECK, NJ 07666

Signatures

/s/ Harry Demas, on behalf of Sean Middleton, by Power of 10/03/2017 Attorney

> **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).
- Shares of the Company's Class A Common Stock received from the vesting of 1/12 of the restricted stock unit award granted on (1) September 14, 2015.
- (2) Includes 94 shares acquired under the Company's 2004 Employee Stock Purchase Plan, as amended, on September 30, 2017.
- Represents the portion of shares of Class A Common Stock that the Company determined to settle in cash to pay applicable tax **(3)** withholding.
- (4) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.

Reporting Owners 2

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The restricted stock units were granted on September 14, 2015 under the Cognizant Technology Solutions 2009 Incentive Compensation
Plan and vest in quarterly installments over three years, commencing on January 1, 2016, with 1/12th of the stock units vesting on each quarterly vesting date so that the stock units will be fully vested on October 1, 2018.

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.