

Shaheen Allen
Form 4
June 05, 2018

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
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Shaheen Allen

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)
06/01/2018

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP, NA Regional Delivery Ctrs

(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
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 (A) or (D)	Price	
Class A Common Stock	06/01/2018		M		1,571 (1)	A \$ 0	1,923 (2) D
Class A Common Stock	06/01/2018		F		567 (3)	D \$ 76.87	1,356 D
Class A Common Stock	06/01/2018		M		636 (4)	A \$ 0	1,992 D

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Class A Common Stock	06/01/2018	F	230 ⁽³⁾	D	\$ 76.87	1,762	D
Class A Common Stock	06/01/2018	M	5,670 ⁽⁵⁾	A	\$ 0	7,432	D
Class A Common Stock	06/01/2018	F	2,044 ⁽³⁾	D	\$ 76.87	5,388	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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽⁶⁾	06/01/2018		M	1,571	06/01/2018 ⁽⁷⁾ 06/01/2018 ⁽⁷⁾	Class A Common Stock 1,571
Restricted Stock Units	\$ 0 ⁽⁶⁾	06/01/2018		M	636	06/01/2018 ⁽⁸⁾ 06/01/2018 ⁽⁸⁾	Class A Common Stock 636
Restricted Stock Units	\$ 0 ⁽⁶⁾	06/01/2018		M	5,670	06/01/2018 ⁽⁹⁾ 06/01/2018 ⁽⁹⁾	Class A Common Stock 5,670

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

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

EVP, NA Regional Delivery
Ctrs

Signatures

/s/ Harry Demas, on behalf of Allen Shaheen, by Power of
Attorney

06/05/2018

__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 the Company's Class A Common Stock received from the vesting of 1/12 of the restricted stock unit award granted on February 16, 2016.
- (2) Includes 352 shares acquired under the Company's 2004 Employee Stock Purchase Plan, as amended, on March 29, 2018.
- (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 December 1, 2016.
- Represents the number of shares of Class A Common Stock received from the vesting of 100% of the performance-based restricted stock
- (5) units previously granted to the reporting person under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan on February 16, 2016.
- (6) 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 16, 2016 under the Cognizant Technology Solutions Corporation 2009 Incentive
- (7) Compensation Plan and vest in quarterly installments over three years, commencing on June 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 the twelfth quarterly vesting date. The stock units will be fully vested on March 1, 2019.
- The restricted stock units were granted on December 1, 2016 under the Cognizant Technology Solutions Corporation 2009 Incentive
- (8) Compensation Plan and vest in quarterly installments over three years, commencing on March 1, 2017, 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 1, 2019.
- The performance-based restricted stock units (the "PSUs") were granted on February 16, 2016 under the Cognizant Technology Solutions
- (9) Corporation 2009 Incentive Compensation Plan. In accordance with the PSU award agreement, 100% of the vested PSUs were issuable on June 1, 2018, provided the reporting person remained in the Company's service through such date.

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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