

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

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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)

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

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP, NA Regional Delivery Ctrs

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  
Person

TEANECK, NJ 07666

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                         |
| Class A<br>Common<br>Stock            | 06/01/2018                              |                                                             | M                                       |                                                                         | 1,571<br>(1)                                                                                                       | A \$ 0                                                               | 1,923 (2) D                             |
| Class A<br>Common<br>Stock            | 06/01/2018                              |                                                             | F                                       |                                                                         | 567 (3)                                                                                                            | D \$ 76.87                                                           | 1,356 D                                 |
| Class A<br>Common<br>Stock            | 06/01/2018                              |                                                             | M                                       |                                                                         | 636 (4)                                                                                                            | A \$ 0                                                               | 1,992 D                                 |

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|                            |            |   |                      |   |             |       |   |
|----------------------------|------------|---|----------------------|---|-------------|-------|---|
| Class A<br>Common<br>Stock | 06/01/2018 | F | 230 <sup>(3)</sup>   | D | \$<br>76.87 | 1,762 | D |
| Class A<br>Common<br>Stock | 06/01/2018 | M | 5,670 <sup>(5)</sup> | A | \$ 0        | 7,432 | D |
| Class A<br>Common<br>Stock | 06/01/2018 | F | 2,044 <sup>(3)</sup> | D | \$<br>76.87 | 5,388 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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.<br>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.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code V (A) (D)                          |                                                                                                                 | Date Exercisable Expiration Date                               | Title Amount or Number of Shares                               |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(6)</sup>                                                   | 06/01/2018                              |                                                             | M                                       | 1,571                                                                                                           | 06/01/2018 <sup>(7)</sup> 06/01/2018 <sup>(7)</sup>            | Class A<br>Common<br>Stock 1,571                               |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(6)</sup>                                                   | 06/01/2018                              |                                                             | M                                       | 636                                                                                                             | 06/01/2018 <sup>(8)</sup> 06/01/2018 <sup>(8)</sup>            | Class A<br>Common<br>Stock 636                                 |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(6)</sup>                                                   | 06/01/2018                              |                                                             | M                                       | 5,670                                                                                                           | 06/01/2018 <sup>(9)</sup> 06/01/2018 <sup>(9)</sup>            | Class A<br>Common<br>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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