

Middleton Sean
Form 4
April 03, 2019

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 *
Middleton Sean

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)

Pres - Cognizant Accelerator

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 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	04/01/2019		M		47 <u>(1)</u>	A	<u>(2)</u>	5,924 <u>(3)</u>	D	
Class A Common Stock	04/01/2019		F		15 <u>(4)</u>	D	\$ 73.85	5,909	D	
Class A Common Stock	04/01/2019		M		524 <u>(5)</u>	A	<u>(2)</u>	6,433	D	

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Class A Common Stock	04/01/2019	F	164 ⁽⁴⁾	D	\$ 73.85	6,269	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	04/01/2019		M		47		(6)	(6)	Class A Common Stock	47	\$ 0.00
Restricted Stock Units	(2)	04/01/2019		M		524		(7)	(7)	Class A Common Stock	524	\$ 0.00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Middleton Sean C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD. TEANECK, NJ 07666			Pres - Cognizant Accelerator	

Signatures

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

04/03/2019

 **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 1/12th of the time-based restricted stock unit ("RSU") award granted on September 13, 2018.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.
- (3) Includes 396 shares acquired under the Company's 2004 Employee Stock Purchase Plan, as amended, on March 29, 2019.
- (4) Represents the portion of shares of Class A Common Stock that the Company determined to settle in cash to pay applicable tax withholding.
- (5) Shares of Class A Common Stock of the Company received from the vesting of 1/12th of the RSU award granted on December 6, 2018.
The RSUs were granted on September 13, 2018 under the Cognizant Technology Solutions Corporation 2017 Incentive Award Plan and
- (6) vest in quarterly installments over three years, commencing on January 1, 2019, with 1/12th of the RSUs vesting on each quarterly vesting date so that the RSUs will be fully vested on the twelfth quarterly vesting date. The RSUs will be fully vested on October 1, 2021.
The RSUs were granted on December 6, 2018 under the Cognizant Technology Solutions Corporation 2017 Incentive Award Plan and
- (7) vest in quarterly installments over three years, commencing on April 1, 2019, with 1/12th of the RSUs vesting on each quarterly vesting date so that the RSUs will be fully vested on the twelfth quarterly vesting date. The RSUs will be fully vested on January 1, 2022.

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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