

McLoughlin Karen  
Form 4  
December 04, 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 \*  
McLoughlin Karen

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)

COGNIZANT TECHNOLOGY  
SOLUTIONS CORP., 500 FRANK  
W. BURR BLVD.

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/30/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Chief Financial Officer

(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	11/30/2018		M		7,182 (1)	A \$ 0	53,601 D
Class A Common Stock	11/30/2018		F		3,474 (2)	D \$ 71.23	50,127 D
Class A Common Stock	12/01/2018		M		1,266 (3)	A \$ 0	51,393 D

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Class A Common Stock	12/01/2018	F	613 <sup>(2)</sup>	D	\$ 71.23	50,780	D
Class A Common Stock	12/01/2018	M	1,607 <sup>(4)</sup>	A	\$ 0	52,387	D
Class A Common Stock	12/01/2018	F	785 <sup>(2)</sup>	D	\$ 71.23	51,602	D
Class A Common Stock	12/02/2018	M	1,438 <sup>(5)</sup>	A	\$ 0	53,040	D
Class A Common Stock	12/02/2018	F	696 <sup>(2)</sup>	D	\$ 71.23	52,344	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
Restricted Stock Units	\$ 0 <sup>(6)</sup>	11/30/2018		M	7,182	11/30/2018 <sup>(7)</sup> 11/30/2018 <sup>(7)</sup>	Class A Common Stock
Restricted Stock Units	\$ 0 <sup>(6)</sup>	12/01/2018		M	1,266	12/01/2018 <sup>(8)</sup> 12/01/2018 <sup>(8)</sup>	Class A Common Stock
Restricted Stock Units	\$ 0 <sup>(6)</sup>	12/01/2018		M	1,607	12/01/2018 <sup>(9)</sup> 12/01/2018 <sup>(9)</sup>	Class A Common Stock

Restricted  
Stock  
Units

\$ 0 <sup>(6)</sup>

12/02/2018

M

1,438

12/02/2018<sup>(10)</sup>

12/02/2018<sup>(10)</sup>

Class A  
Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McLoughlin Karen COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD. TEANECK, NJ 07666			Chief Financial Officer	

## Signatures

/s/ Harry Demas, on behalf of Karen McLoughlin, by Power of  
Attorney

12/04/2018

\_\_\_\_ 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) Represents the number of shares of Class A Common Stock of Cognizant Technology Solutions Corporation (the "Company") received from the vesting of 2/3rds of the performance-based restricted stock unit award granted to the reporting person on November 30, 2015 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan.

(2) Represents the portion of shares of Class A Common Stock that the Company determined to settle in cash to pay applicable tax withholding.

(3) Shares of the Company's Class A Common Stock received from the vesting of 1/12th of the restricted stock unit award granted on November 30, 2015.

(4) Shares of the Company's Class A Common Stock received from the vesting of 1/12th of the restricted stock unit award granted on February 26, 2018.

(5) Shares of the Company's Class A Common Stock received from the vesting of 1/12th of the restricted stock unit award granted on March 2, 2017.

(6) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.

(7) The performance-based restricted stock units were granted on November 30, 2015 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan. In accordance with the performance-based restricted stock unit award agreement, 1/3rd of the performance-based restricted stock units were vested and issuable on May 31, 2017, provided the reporting person remained in the Company's service through such date. The remaining 2/3rds of the performance-based restricted stock units were vested and issuable on November 30, 2018, provided that the reporting person remained in the Company's service through such date.

(8) The restricted stock units were granted on November 30, 2015 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan and vested in quarterly installments over three years, commencing on March 1, 2016, with 1/12th of the stock units vesting on each quarterly vesting date so that the stock units would be fully vested on the twelfth quarterly vesting date. The stock units were fully vested on December 1, 2018.

(9) The restricted stock units were granted on February 26, 2018 under the Cognizant Technology Solutions Corporation 2017 Incentive Award Plan and vest in quarterly installments over three years, commencing on June 1, 2018, 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, 2021.

(10) The restricted stock units were granted on March 2, 2017 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan and vest in quarterly installments over three years, commencing on June 2, 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

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will be fully vested on March 2, 2020.

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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