

KRISHNASWAMY VENKAT

Form 4

February 28, 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 \*  
**KRISHNASWAMY VENKAT**

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)  
**02/26/2019**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**Vice Chair Healthcare&Life Sc**

(Street)  
**TEANECK, NJ 07666**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(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. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>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 Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

**Persons who respond to the collection of  
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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)**

## Edgar Filing: KRISHNASWAMY VENKAT - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. 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. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. I                       |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|----------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units <sup>(1)</sup>         | <u>(1)</u> <u>(2)</u>                                              | 02/26/2019                              |                                                             | A                                    |                                                                                                              | 16,424                                                         |     | <u>(1)</u>                                                          | <u>(1)</u>         | Class A<br>Common<br>Stock | 16,424                              |

## Reporting Owners

| Reporting Owner Name / Address                                                                                     | Relationships |           |                                  |       |
|--------------------------------------------------------------------------------------------------------------------|---------------|-----------|----------------------------------|-------|
|                                                                                                                    | Director      | 10% Owner | Officer                          | Other |
| KRISHNASWAMY VENKAT<br>C/O COGNIZANT TECHNOLOGY SOLUTIONS<br>CORP.<br>500 FRANK W. BURR BLVD.<br>TEANECK, NJ 07666 |               |           | Vice Chair Healthcare&Life<br>Sc |       |

## Signatures

/s/ Harry Demas, on behalf of Venkat Krishnaswamy, by Power of Attorney

02/28/2019

\*\*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) Represents the total number of performance-based restricted stock units (the "PSUs") that are eligible to vest as a result of Cognizant Technology Solutions Corporation (the "Company") having attained certain performance milestones, as determined by the Company's Compensation Committee on February 26, 2019 based upon the Company's audited financial statements for the 2017 and 2018 fiscal years. The PSUs were granted on March 2, 2017 pursuant to the Company's 2009 Incentive Compensation Plan. In accordance with the award agreement, 1/3rd and 2/3rds of the PSUs that are eligible to vest will vest on July 1, 2019 and January 1, 2020, respectively, provided in each case that Mr. Krishnaswamy remains in the Company's service through such date.

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

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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