

COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 8-K

February 24, 2003

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): February 21, 2003

Cognizant Technology Solutions Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

0-24429

(Commission File Number)

13-3728359

(I.R.S. Employer
Identification No.)

500 Glenpointe Centre West
Teaneck, New Jersey

(Address of Principal Executive Offices)

07666

(Zip Code)

(201) 801-0233

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

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Item 5. Other Events.

As of 5:00 pm, New York time, February 20, 2003 all outstanding shares of class B common stock (the "Class B Stock"), par value \$.01 per share, of Cognizant Technology Solutions Corporation (the "Company"), automatically converted into shares of the Company's class A common stock (the "Class A Stock"), par value \$.01 per share. The conversion occurred pursuant to a provision of the Company's Restated Certificate of Incorporation which specifies that at any time when the outstanding shares of Class B Stock represent less than 35% of the economic ownership represented by the aggregate number of shares of the Company's common stock then outstanding, all shares of outstanding Class B Stock are to automatically convert into shares of Class A Stock.

A press release relating to these matters was issued by the Company on February 21, 2003. A copy of the press release relating to the conversion is filed as Exhibit 99.1 to this Form 8-K.

Item 7. Exhibits

99.1 Press Release dated February 21, 2003.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

DATED: February 24, 2003

By: /s/ Wijeyaraj Mahadeva

Name: Wijeyaraj Mahadeva
Title: Chairman of the Board and
Chief Executive Officer

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EXHIBIT INDEX

| Exhibit No. ----- | Description ----- |
|----------------------|--|
| 99.1 | Press Release dated February 21, 2003. |