GOMATAM SUMITHRA
Form 4
July 03, 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

(Print or Type Responses)

1. Name and Address of Reporting Person * **GOMATAM SUMITHRA**	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) 07/01/2018	_____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) President - Digital Operations
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	07/01/2018		M		1,492 (1)	A	$ 0	8,364	D	
Class A Common Stock	07/01/2018		F		526 (2)	D	$ 78.99	7,838	D	
Class A Common Stock	07/01/2018		M		51 (3)	A	$ 0	7,889	D	

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| Class A Common Stock | 07/01/2018 | | F | 18 [(2)] | D | $ 78.99 | 7,871 | D |

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

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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 Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	$ 0 [(4)]	07/01/2018		M		1,492		07/01/2018[(5)]	07/01/2018[(5)]	Class A Common Stock	1,4
Restricted Stock Units	$ 0 [(4)]	07/01/2018		M		51		07/01/2018[(6)]	07/01/2018[(6)]	Class A Common Stock	5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOMATAM SUMITHRA C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD. TEANECK, NJ 07666			President - Digital Operations	

Signatures

/s/ Harry Demas, on behalf of Sumithra Gomatam, by Power of Attorney	07/03/2018
**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 the Company's Class A Common Stock received from the vesting of 1/3 of the vested performance-based restricted stock units previously granted to the reporting person under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan on February 16, 2016.

(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) Represents the number of shares of the Company's Class A Common Stock received from the vesting of 1/3 of the vested performance-based restricted stock units previously granted to the reporting person under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan on December 1, 2016.

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

(5) The performance-based restricted stock units (the "PSUs") were granted on February 16, 2016 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan. In accordance with the PSU award agreement, 1/3 of the vested PSUs were issuable on July 1, 2018, provided the reporting person remained in the Company's service through such date. The remaining 2/3 of the vested PSUs shall be issued on January 1, 2019, provided that the reporting person remains in the Company's service through such date.

(6) The performance-based restricted stock units (the "PSUs") were granted on December 1, 2016 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan. In accordance with the PSU award agreement, 1/3 of the vested PSUs were issuable on July 1, 2018, provided the reporting person remained in the Company's service through such date. The remaining 2/3 of the vested PSUs shall be issued on January 1, 2019, provided that the reporting person remains 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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