

CHINTAMANENI RAMAKRISHNA PRASAD
 Form 4
 February 28, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
 CHINTAMANENI
 RAMAKRISHNA PRASAD

2. Issuer Name and Ticker or Trading Symbol
 COGNIZANT TECHNOLOGY
 SOLUTIONS CORP [CTSH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 President Global Inds. & Cnslt

(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

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

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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)

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| 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. Title and Amount of Derivative Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units ⁽¹⁾ | ⁽¹⁾ ⁽²⁾ | 02/26/2019 | | A | 25,066 | ⁽¹⁾ ⁽¹⁾ | Class A Common Stock | 25,066 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHINTAMANENI RAMAKRISHNA PRASAD C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD. TEANECK, NJ 07666 | | | President Global Inds. & Cnslt | |

Signatures

/s/ Harry Demas, on behalf of Ramakrishna Prasad Chintamaneni, 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).
 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. Chintamaneni 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.