COGNIZANT TECHNOLOGY SOLUTIONS CORP
Form 3
December 11, 2013

# FORM 3

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

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0104 |
| Expires: | January 31, 2005 |
| Estimated average burden hours per response... | 0.5 |

## INITIAL STATEMENT OF 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 *
Â KRISHNASWAMY VENKAT

(Last) (First) (Middle)

C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP.,Â 500 FRANK W. BURR BLVD

(Street)

TEANECK,Â NJÂ 07666

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
12/04/2013

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer _____ Other
(give title below) (specify below)
EVP, Pres Healthcare & Life Sc

5. 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

## Table I - Non-Derivative Securities Beneficially Owned

| 1.Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|
| Class A Common Stock | 7,358 | D | Â |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

## Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|---|---|---|---|---|---|

| | (Month/Day/Year) | | Derivative Security (Instr. 4) | | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---|---|---|---|---|---|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Restricted Stock Units | Â (1) | Â (1) | Class A Common Stock | 4,667 | $ (2) | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Class A Common Stock | 2,500 | $ (2) | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Class A Common Stock | 6,000 | $ (2) | D | Â |
| Restricted Stock Units (5) (6) | Â (5)(6) | Â (5)(6) | Class A Common Stock | 1,948 | $ (5) (6) | D | Â |
| Restricted Stock Units (7) (8) | Â (7)(8) | Â (7)(8) | Class A Common Stock | 844 | $ (7) (8) | D | Â |

# Reporting Owners

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

# Signatures

| | |
|---|---|
| /s/ Steven Schwartz, on behalf of Venkat Krishnaswamy, by Power of Attorney | 12/11/2013 |
| **Signature of Reporting Person | Date |

# Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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)** The restricted stock units were granted on March 21, 2011 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan and vest in equal quarterly installments over 12 quarters beginning on February 1, 2012, so that the stock units will be fully vested on November 1, 2014.

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

**(3)**

The restricted stock units were granted on March 24, 2012 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan and vest in equal quarterly installments over 12 quarters beginning on June 24, 2012, so that the stock units will be fully vested on March 24, 2015.

**(4)** The restricted stock units were granted on December 3, 2013 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan and vest in equal quarterly installments over 12 quarters beginning on March 3, 2014, so that the stock units will be fully vested on December 3, 2016.

**(5)** Represents the total number of performance-based restricted stock units which vested based upon attainment by the Company of certain performance milestones, as determined by the Company's compensation committee on February 27, 2013 based upon the audited financials for the 2012 fiscal year. The performance-based restricted stock units were granted on November 28, 2011 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan. In accordance with the performance-based restricted stock unit award, 50% of the vested performance-based restricted stock units were settled in the Company's Class A Common Stock on June 3, 2013. (Continued in the next footnote.)

**(6)** (Continued from the previous footnote.) The remaining 50% of the vested performance-based restricted stock units will be settled in the Company's Class A Common Stock on December 1, 2014, provided that the grantee remains in the Company's service through such anniversary date. Each performance-based restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.

**(7)** Represents the total number of performance-based restricted stock units which vested based upon attainment by the Company of certain performance milestones, as determined by the Company's compensation committee on February 27, 2013 based upon the audited financials for the 2012 fiscal year. The performance-based restricted stock units were granted on March 24, 2012 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan. In accordance with the performance-based restricted stock unit award, 50% of the vested performance-based restricted stock units were settled in the Company's Class A Common Stock on June 3, 2013. (Continued in the next footnote.)

**(8)** (Continued from the previous footnote.) The remaining 50% of the vested performance-based restricted stock units will be settled in the Company's Class A Common Stock on December 1, 2014, provided that the grantee remains in the Company's service through such anniversary date. Each performance-based restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.

Â

**Remarks:**

ExhibitÂ List:Â Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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.