

COGNIZANT TECHNOLOGY SOLUTIONS CORP  
Form 8-K  
June 04, 2015

---

UNITED STATES  
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): June 2, 2015

---

Cognizant Technology Solutions Corporation  
(Exact Name of Registrant as Specified in Charter)

---

|   |  |  |
|---|--|--|
| Delaware<br>(State or Other Jurisdiction<br>of Incorporation) | 0-24429<br>(Commission<br>File Number) | 13-3728359<br>(IRS Employer<br>Identification No.) |
|---|--|--|

|  |                         |
|--|-------------------------|
| Glenpointe Centre West<br>500 Frank W. Burr Blvd.<br>Teaneck, New Jersey<br>(Address of Principal Executive Offices)<br>(201) 801-0233<br>(Registrant's telephone number, including area code) | 07666<br><br>(Zip Code) |
|--|-------------------------|

Not applicable  
(Former Name or Former Address, if Changed Since Last Report)

---

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ..
  - Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
  - ..
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).
  - ..
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
  - ..
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).
-

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting at the Company's headquarters on Tuesday, June 2, 2015. At the close of business on April 6, 2015, the record date for the determination of stockholders entitled to vote at the Annual Meeting (the "Record Date"), there were 610,499,069 shares of the Company's Class A Common Stock outstanding and entitled to vote at the Annual Meeting. A total of 543,914,124 shares of Class A Common Stock were present or represented by proxy at the Annual Meeting, representing approximately 89 percent of the Company's outstanding shares of Class A Common Stock as of the Record Date.

The following are the voting results on the four proposals considered and voted upon at the Annual Meeting, all of which were described in the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission on April 23, 2015.

At the Annual Meeting, both of the Class II directors and all four of the Class III directors were reelected and all other proposals submitted to stockholders were approved, except for Proposal 4 (the stockholder proposal regarding stockholder action by written consent), which was not approved by the stockholders.

Proposal 1. Election of Directors

The vote with respect to the election of the Class II and Class III directors was as follows:

|                      | FOR         | AGAINST    | ABSTAIN   | BROKER<br>NON-VOTES |
|----------------------|-------------|------------|-----------|---------------------|
| Class II Directors   |             |            |           |                     |
| Michael Patsalos-Fox | 502,953,860 | 1,513,789  | 1,872,328 | 37,574,147          |
| Robert E Weissman    | 490,923,554 | 13,546,276 | 1,870,147 | 37,574,147          |
| Class III Directors  |             |            |           |                     |
| Francisco D'Souza    | 499,957,488 | 4,519,895  | 1,862,594 | 37,574,147          |
| John N. Fox, Jr.     | 502,072,963 | 2,394,061  | 1,872,953 | 37,574,147          |
| Leo S. Mackay, Jr.   | 497,274,910 | 7,194,864  | 1,870,203 | 37,574,147          |
| Thomas M. Wendel     | 486,266,924 | 18,204,317 | 1,868,736 | 37,574,147          |

Proposal 2. Advisory Vote on Executive Compensation (Say-on-Pay)

The advisory vote on the compensation of the Company's named executive officers was as follows:

| FOR         | AGAINST    | ABSTAIN   | BROKER<br>NON-VOTES |
|-------------|------------|-----------|---------------------|
| 492,043,968 | 10,727,959 | 3,568,050 | 37,574,147          |

Proposal 3. Ratification of Appointment of Independent Registered Public Accounting Firm

The vote with respect to the ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2015 was as follows:

| FOR         | AGAINST    | ABSTAIN   | BROKER<br>NON-VOTES |
|-------------|------------|-----------|---------------------|
| 522,305,975 | 17,691,003 | 3,917,146 | —                   |

Proposal 4. Stockholder Proposal Regarding Stockholder Action by Written Consent

The vote with respect to the stockholder proposal requesting that the Board of Directors take the steps necessary to permit stockholder action by written consent was as follows:

| FOR         | AGAINST     | ABSTAIN   | BROKER<br>NON-VOTES |
|-------------|-------------|-----------|---------------------|
| 217,577,682 | 281,033,943 | 7,728,352 | 37,574,147          |

---

SIGNATURES

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

By: /s/ Steven Schwartz  
Name: Steven Schwartz  
Title: Executive Vice President, Chief Legal and Corporate Affairs Officer  
Date: June 4, 2015