COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 3

February 03, 2017

FORM 3

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

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

OMB APPROVAL	
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(Print or Type Responses)

| 1. Name and Address of Reporting Person [*]
Â Telesmanic Robert

(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)
01/27/2017 | 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)
SVP, Cont. & Chief Acct. Offc. | 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	13,874	D	Â
Class A Common Stock	800	I	By Parent's Estate [(1)]

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

SEC 1473 (7-02)

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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 (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (Right to Buy) [(2)]	08/14/2009	08/14/2018	Class A Common Stock	20,000	$ 15.53	D	Â
Restricted Stock Units	Â [(3)]	Â [(3)]	Class A Common Stock	375	$ [(4)]	D	Â
Restricted Stock Units	Â [(5)]	Â [(5)]	Class A Common Stock	6,267	$ [(4)]	D	Â
Restricted Stock Units [(6)] [(7)]	Â [(6)(7)]	Â [(6)(7)]	Class A Common Stock	3,214	$ [(6)] [(7)]	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Telesmanic Robert C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD. TEANECK,Â NJÂ 07666	Â	Â	Â SVP, Cont. & Chief Acct. Offc.	Â

Signatures

/s/ Harry Demas, on behalf of Robert Telesmanic, by Power of Attorney	02/03/2017
[**]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 reporting person has been the Appointed Fiduciary of the estate since May 2015. Except to the extent of his pecuniary interest, the reporting person disclaims beneficial ownership of the securities held by the estate.

(2) Such options were granted on August 14, 2008 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. Such options were fully vested on August 14, 2012.

(3) The restricted stock units were granted on May 22, 2014 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan and vest in equal quarterly installments over 12 quarters beginning on September 1, 2014, so that the stock units will be fully vested on June 1, 2017.

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

(5) The restricted stock units were granted on December 1, 2014 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan and vest in equal quarterly installments over 12 quarters beginning on March 1, 2015, so that the stock units will be fully vested on December 1, 2017.

(6) Represents the remaining 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 25, 2016 based upon the audited financials for the 2015 fiscal year. The performance-based restricted stock units were granted on December 1, 2014 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 1, 2016. (Continued in the next footnote.)

(7) (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, 2017, 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.

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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.

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Explanation of Responses: 3