

COGNIZANT TECHNOLOGY SOLUTIONS CORP  
 Form 4  
 June 17, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**KLEIN JOHN E**

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

3. Date of Earliest Transaction (Month/Day/Year)  
**06/15/2016**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman of the Board**

**TEANECK, NJ 07666**

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

(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 Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Class A Common Stock	06/15/2016		M		20,000	A (1)	\$ 29.18	483,775	D	
Class A Common Stock								137,872	I	By the John E Klein Family 2012 Irrevocable Trust

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



## 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) Such shares were acquired pursuant to a Rule 10b5-1 Sales Plan.
- (2) The options vest in two equal annual installments beginning on June 15, 2017.
- (3) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.
- (4) The restricted stock units vest in three equal annual installments beginning on June 15, 2017.

Vested shares will be delivered to the reporting person upon the earliest to occur of (i) a "change in control event" of the Company (ii) the

- (5) Director's death or permanent disability or (iii) in three equal annual installments beginning on July 1 following the year in which the reporting person terminates employment with the Company.
- (6) Such options were granted on June 5, 2012 pursuant to the Company's 2009 Incentive Compensation Plan. Such options were fully vested on June 5, 2014. The date exercisable above reflects the first anniversary date of such options.

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.