

Thiruvengadam Sridhar
 Form 3
 May 17, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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)

| | | | |
|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Thiruvengadam Sridhar</p> <p>(Last) (First) (Middle)</p> <p>C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP.,Â 500 FRANK W. BURR BLVD</p> <p>(Street)</p> <p>TEANECK,Â NJÂ 07666</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/08/2013</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>COGNIZANT TECHNOLOGY SOLUTIONS CORP [CTSH]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Operating Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|

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 | 20,249 | D | Â |

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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--|-----------------------|-----------------------|-------------------------|----------------------------|------------------------------------|---|----------------------------|
| Employee Stock Option (Right to Buy) ⁽¹⁾ | 03/04/2005 | 03/03/2014 | Class A Common Stock | 10,000 | \$ 11.44 | D | Â |
| Employee Stock Option (Right to Buy) ⁽²⁾ | 05/17/2006 | 05/16/2015 | Class A Common Stock | 20,000 | \$ 21.75 | D | Â |
| Employee Stock Option (Right to Buy) ⁽³⁾ | 06/14/2008 | 06/13/2017 | Class A Common Stock | 12,200 | \$ 39.55 | D | Â |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | 03/14/2008 | 03/13/2017 | Class A Common Stock | 1,600 | \$ 44.91 | I | By sibling. ⁽⁵⁾ |
| Restricted Stock Units | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Class A Common Stock | 5,001 | \$ ⁽⁷⁾ | D | Â |
| Restricted Stock Units | Â ⁽⁸⁾ | Â ⁽⁸⁾ | Class A Common Stock | 1,467 | \$ ⁽⁷⁾ | D | Â |
| Restricted Stock Units ⁽⁹⁾ ₍₁₀₎ | Â ⁽⁹⁾⁽¹⁰⁾ | Â ⁽⁹⁾⁽¹⁰⁾ | Class A Common Stock | 1,880 | \$ ⁽⁹⁾ ⁽¹⁰⁾ | D | Â |
| Restricted Stock Units ⁽¹¹⁾ ⁽¹²⁾ | Â ⁽¹¹⁾⁽¹²⁾ | Â ⁽¹¹⁾⁽¹²⁾ | Class A Common Stock | 2,782 | \$ ⁽¹¹⁾ ⁽¹²⁾ | D | Â |
| Restricted Stock Units ⁽¹³⁾ ⁽¹⁴⁾ | Â ⁽¹³⁾⁽¹⁴⁾ | Â ⁽¹³⁾⁽¹⁴⁾ | Class A Common Stock | 843 | \$ ⁽¹³⁾ ⁽¹⁴⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Thiruvengadam Sridhar C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD TEANECK, NJ 07666 | Â | Â | Â Chief Operating Officer | Â |

Signatures

/s/ Steven Schwartz, on behalf of
Sridhar Thiruvengadam, by Power
of Attorney

05/17/2013

__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) Such options were granted on March 4, 2004 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. Such options were fully vested on March 4, 2008.
- (2) Such options were granted on May 17, 2005 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. Such options were fully vested on May 17, 2009.
- (3) Such options were granted on June 14, 2007 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. Such options were fully vested on June 14, 2011.
- (4) Such options were granted on March 14, 2007 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. Such options were fully vested on March 14, 2011.
- (5) The reporting person disclaims beneficial ownership of the securities held by the reporting person's sibling.
- (6) 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.
- (7) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.
- (8) 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.
- (9) 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 28, 2012 based upon the audited financials for the 2011 fiscal year. The performance-based restricted stock units were granted on March 21, 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 1, 2012. (Continued in the next footnote.)
- (10) (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 2, 2013, 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.
- (11) 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 will be settled in the Company's Class A Common Stock on June 3, 2013, provided the reporting person remains in the Company's service through such anniversary date. (Continued in the next footnote.)
- (12) (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.
- (13) 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 will be settled in the Company's Class A Common Stock on June 3, 2013, provided the reporting person remains in the Company's service through such anniversary date. (Continued in the next footnote.)

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- (14) (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.

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Remarks:

Exhibit List: Â Â Exhibit 24 - Power of 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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