

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): July 2, 2024

Cognizant.jpg

Cognizant Technology Solutions Corporation

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

0-24429  
(Commission  
File Number)

13-3728359  
(IRS Employer  
Identification No.)

300 Frank W. Burr Blvd.  
Teaneck, New Jersey 07666  
(Address of Principal Executive Offices including Zip Code)  
(201) 801-0233  
(Registrant's telephone number, including area code)  
N/A  
(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)).

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.01 par value per share	CTSH	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). ☐ Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 2, 2024, the Compensation and Human Capital Committee of the Board of Directors of Cognizant Technology Solutions Corporation (the "Company") approved the Company's payment of \$505,087 to Mr. Jatin Dalal, the Company's Chief Financial Officer, in connection with Mr. Dalal's settlement of the lawsuit and related arbitration brought by his former employer, Wipro Limited ("Wipro"), which sought to obtain damages and injunctive relief arising out of Mr. Dalal's purported breach of non-compete and confidentiality obligations under certain of Mr. Dalal's compensation agreements with Wipro by joining the Company. The settlement was reached without admission of liability by either party. The Company's payment covers Mr. Dalal's settlement payment to Wipro as well as reimbursement of his legal fees.

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**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:	<u>/s/ John Kim</u>
Name:	John Kim
Title:	Executive Vice President, Chief Legal Officer, Chief Administrative Officer and Corporate Secretary

Date: July 9, 2024