

COGNIZANT TECHNOLOGY SOLUTIONS CORP  
Form 8-A12G  
January 30, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR 12(G) OF THE  
SECURITIES EXCHANGE ACT OF 1934

COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

-----  
(Exact Name of Registrant as Specified in its Charter)

DELAWARE

13-3728359

-----  
(State of Incorporation or Organization)

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(I.R.S. Employer  
Identification No.)

500 GLENPOINTE CENTRE WEST, TEANECK, NEW JERSEY

07666

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(Address of Principal Executive Offices)

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(Zip Code)

If this form relates to the registration of a class of securities pursuant to  
Section 12(b) of the Exchange Act and is effective pursuant to General  
Instruction A.(c), please check the following box. [ ]

If this form relates to the registration of a class of securities pursuant to  
Section 12(g) of the Exchange Act and is effective pursuant to General  
Instruction A.(d), please check the following box. [x]

Securities Act registration statement file number to which this form relates:  
333-101216

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(If applicable)

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

Title of Each Class  
to be so Registered

Name of Each Exchange on Which  
Each Class is to be Registered

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None

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N/A

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

Class B Common Stock, \$.01 Per Share

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(Title of Class)

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ITEM 1: DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.  
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Reference is made to the description of the Registrant's Class B Common Stock, \$.01 par value, under the caption "Description of Capital Stock of Cognizant - Common Stock" contained in the Registrant's Registration Statement on Form S-4 (Registration No. 333-101216) (the "Registration Statement"), which is incorporated herein by reference.

ITEM 2: EXHIBITS.  
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- 3.1 Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-49783) which became effective on June 18, 1998).
- 3.2 Certificate of Amendment to the Registrant's Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2000).
- 3.3 Form of Restated Certificate of Incorporation to take effect following completion of the exchange offer to which the Registration Statement relates (incorporated by reference to Exhibit 3.3 to the Registration Statement).
- 3.4 By-laws (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-49783) which became effective on June 18, 1998).
- 3.5 Form of Amended and Restated By-laws to take effect following completion of the exchange offer to which the Registration Statement relates (incorporated by reference to Exhibit 3.5 to the Registration Statement).
- 4.1 Specimen Certificate for shares of Class B Common Stock (incorporated by reference to Exhibit 4.1 to the Registration Statement).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

COGNIZANT TECHNOLOGY SOLUTIONS  
CORPORATION

Date: January 30, 2003

By: /s/ Steven Schwartz  
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Name: Steven Schwartz

Title: Vice President, Chief Corporate  
Counsel