COGNIZANT TECHNOLOGY SOLUTIONS CORP
Form 10-Q
August 07, 2009
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x **Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the quarterly period ended June 30, 2009

¨ **Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.**
For the transition period from _________ to _________

Commission File Number 0-24429

COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**13-3728359**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**

Glenpointe Centre West	
500 Frank W. Burr Blvd.	
Teaneck, New Jersey	**07666**
(Address of Principal Executive Offices)	**(Zip Code)**

Registrant s telephone number, including area code (201) 801-0233

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No: ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No: ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x Accelerated filer ¨ Non-accelerated filer ¨ Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

Indicate the number of shares outstanding of each of the issuer s class of common stock, as of August 4, 2009:

Class	**Number of Shares**
Class A Common Stock, par value $.01 per share	293,210,214

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PART I. FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements (unaudited).

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COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

AND COMPREHENSIVE INCOME

(Unaudited)

(in thousands, except per share data)

	Three Months Ended June 30, 2009	Three Months Ended June 30, 2008	Six Months Ended June 30, 2009	Six Months Ended June 30, 2008
Revenues	$ 776,592	$ 685,427	$ 1,522,454	$ 1,328,533
Operating expenses:				
Cost of revenues (exclusive of depreciation and amortization expense shown separately below)	433,340	380,867	853,048	747,132
Selling, general and administrative expenses	170,003	167,105	336,875	315,958
Depreciation and amortization expense	21,579	17,777	42,731	34,070
Income from operations	151,670	119,678	289,800	231,373
Other income (expense), net:				
Interest income	2,622	4,864	5,092	11,084
Other income (expense), net	14,874	(485)	9,763	3,469
Total other income (expense), net	17,496	4,379	14,855	14,553
Income before provision for income taxes	169,166	124,057	304,655	245,926
Provision for income taxes	27,911	20,201	50,268	40,197
Net income	$ 141,255	$ 103,856	$ 254,387	$ 205,729
Basic earnings per share	$ 0.48	$ 0.36	$ 0.87	$ 0.71
Diluted earnings per share	$ 0.47	$ 0.35	$ 0.85	$ 0.69
Weighted average number of common shares outstanding	292,337	289,709	291,975	288,940
Dilutive effect of shares issuable under stock-based compensation plans	6,935	9,623	6,658	10,252
Weighted average number of common and dilutive shares outstanding	299,272	299,332	298,633	299,192
Comprehensive income:				
Net income	$ 141,255	$ 103,856	$ 254,387	$ 205,729
Foreign currency translation adjustments	15,845	(1,790)	10,297	2,565
Net unrealized gain on cash flow hedges, net of taxes of $660, $0, $274 and $0, respectively	17,045		7,076	
Unrealized loss on available-for-sale securities, net of taxes of $0, $229,		(335)		(3,836)

$0 and $2,632, respectively				
Total comprehensive income	$ 174,145	$ 101,731	$ 271,760	$ 204,458

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

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COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Unaudited)

(in thousands, except par values)

	June 30, 2009	December 31, 2008
Assets		
Current assets:		
Cash and cash equivalents	$ 860,377	$ 735,066
Short-term investments	122,795	27,513
Trade accounts receivable, net of allowances of $14,037 and $13,441, respectively	553,067	517,481
Unbilled accounts receivable	82,849	62,158
Deferred income tax assets, net	45,362	48,315
Other current assets	99,224	77,586
Total current assets	1,763,674	1,468,119
Property and equipment, net of accumulated depreciation of $234,533 and $199,188, respectively	446,926	455,254
Long-term investments	160,782	161,693
Goodwill	154,196	154,035
Intangible assets, net	45,858	47,790
Deferred income tax assets, net	58,919	52,816
Other assets	42,932	34,853
Total assets	$ 2,673,287	$ 2,374,560
Liabilities and Stockholders Equity		
Current liabilities:		
Accounts payable	$ 45,739	$ 39,970
Deferred revenue	32,107	38,123
Accrued expenses and other current liabilities	312,012	309,484
Total current liabilities	389,858	387,577
Deferred income tax liabilities, net	624	7,294
Other noncurrent liabilities	15,108	14,111
Total liabilities	405,590	408,982
Commitments and contingencies (See Note 7)		
Stockholders equity:		
Preferred stock, $.10 par value, 15,000 shares authorized, none issued		
Class A common stock, $.01 par value, 500,000 shares authorized, 293,169 and 291,670 shares issued and outstanding at June 30, 2009 and December 31, 2008, respectively	2,931	2,917
Additional paid-in capital	572,080	541,735
Retained earnings	1,684,792	1,430,405
Accumulated other comprehensive income (loss)	7,894	(9,479)
Total stockholders equity	2,267,697	1,965,578

Total liabilities and stockholders equity	$ 2,673,287	$ 2,374,560

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

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COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(in thousands)

	For the Six Months Ended June 30, 2009	2008
Cash flows from operating activities:		
Net income	$ 254,387	$ 205,729
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	42,731	34,070
Provision for doubtful accounts	733	4,164
Deferred income taxes	(4,867)	7,006
Stock-based compensation expense	20,149	23,448
Excess tax benefit on stock-based compensation arrangements	(5,151)	(15,157)
Other	678	
Changes in assets and liabilities:		
Trade accounts receivable	(25,656)	(140,751)
Other current assets	(24,854)	1,286
Other assets	(4,897)	(5,087)
Accounts payable	(114)	13,721
Other current and noncurrent liabilities	(26,791)	(31,403)
Net cash provided by operating activities	226,348	97,026
Cash flows from investing activities:		
Purchases of property and equipment	(30,025)	(85,210)
Purchases of investments	(128,895)	(108,110)
Proceeds from maturity or sale of investments	39,790	239,966
Acquisitions, net of cash acquired	(1,304)	(20,956)
Net cash (used in) provided by investing activities	(120,434)	25,690
Cash flows from financing activities:		
Issuance of common stock under employee stock plans	18,447	40,292
Excess tax benefit on stock-based compensation arrangements	5,151	15,157
Repurchases of common stock	(13,465)	
Net cash provided by financing activities	10,133	55,449
Effect of currency translation on cash and cash equivalents	9,264	3,183
Increase in cash and cash equivalents	125,311	181,348
Cash and cash equivalents, beginning of year	735,066	339,845
Cash and cash equivalents, end of period	$ 860,377	$ 521,193

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

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COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(dollar amounts in thousands)

Note 1 Interim Condensed Consolidated Financial Statements

The terms Cognizant, we, our, us and Company refer to Cognizant Technology Solutions Corporation unless the context indicates otherwise have prepared the accompanying unaudited condensed consolidated financial statements included herein in accordance with generally accepted accounting principles in the United States of America and Article 10 of Regulation S-X under the Securities and Exchange Act of 1934, as amended. The accompanying unaudited condensed consolidated financial statements should be read in conjunction with our audited consolidated financial statements (and notes thereto) included in our Annual Report on Form 10-K for the year ended December 31, 2008. In our opinion, all adjustments considered necessary for a fair presentation of the accompanying unaudited condensed consolidated financial statements have been included, and all adjustments are of a normal and recurring nature. Operating results for the interim periods are not necessarily indicative of results that may be expected to occur for the entire year.

We have evaluated subsequent events that have occurred after the balance sheet date but before the financial statements were available to be issued, which the Company considers to be the date of filing with the Securities and Exchange Commission, and has concluded no events or transactions have occurred that would require adjustment to, or disclosure in, its financial statements.

Note 2 Investments

Investments as of June 30, 2009 and December 31, 2008 were as follows:

	June 30, 2009	December 31, 2008
Available-for-sale securities:		
Agency discount notes	$ 160	$ 7,008
Other	2	1,149
Total available-for-sale securities	162	8,157
Trading securities auction-rate securities	142,085	139,398
UBS Right	24,678	28,158
Time deposits	116,652	13,493
Total investments	$ 283,577	$ 189,206

The carrying value of the time deposits approximated fair value as of June 30, 2009 and December 31, 2008. Gross realized gains or losses on the sale of available-for-sale securities were immaterial for the periods presented. As of June 30, 2009 and December 31, 2008, available-for-sale securities in an unrealized loss or gain position were immaterial. All available-for-sale-securities at June 30, 2009 and December 31, 2008 contractually mature in 2009.

Our investments in auction-rate securities are recorded at fair value and consist of AAA/A3-rated municipal bonds with an auction reset feature whose underlying assets are generally student loans, which are substantially backed by the Federal Family Education Loan Program (FFELP). Since February 2008, auctions for these securities have failed. The auction failures do not affect the value of the collateral underlying the auction-rate securities, and the Company continues to earn and receive interest on its auction-rate securities at a pre-determined formula with spreads tied to particular interest rate indices. As of June 30, 2009 and December 31, 2008, the majority of our investment in auction-rate securities was classified as a long-term investment. The classification of the auction-rate securities as long-term investments is due to continuing auction failures, the securities stated maturity of greater than one year and the Company s ability and intent to hold such securities beyond one year.

In November 2008, we accepted an offer from UBS AG (UBS) to sell to UBS, at par value ($167,175 as of June 30, 2009), our auction-rate securities at any time during an exercise period from June 30, 2010 to July 2, 2012 (the UBS Right). In accepting the UBS Right, we granted UBS the authority to purchase these auction-rate securities or sell them on our behalf at par anytime after the execution of the UBS Right through July 2, 2012. The offer is non-transferable. During the first six months of 2009, $1,350 of auction rate securities were redeemed at par value.

Note 3 Stock Repurchase Program

Our current stock repurchase program authorizes both open market and private repurchase transactions of up to $50,000, excluding fees and expenses, of Class A common stock through December 2009. The program authorizes us to repurchase shares opportunistically from time to time, depending on market conditions. During the three months ended March 31, 2009, 650,000 shares were repurchased for $12,439 under this program. We did not purchase any shares during the second quarter of 2009. Additional stock repurchases were made in connection with our employee stock plan, whereby Company shares were tendered by employees for the payment of exercise price or applicable statutory withholding and India fringe benefit taxes. During the six months ended June 30, 2009, such repurchases totaled 44,562 shares at a cost of $1,026.

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At the time of repurchase, shares are returned to the status of authorized and unissued shares. We account for the repurchases as constructively retired and record such repurchases as a reduction of Class A common stock and additional paid-in capital.

Note 4 Income Taxes

Our Indian subsidiaries (collectively referred to as Cognizant India) are export-oriented companies, which, under the Indian Income Tax Act of 1961, are entitled to claim tax holidays for a period of ten consecutive years for each Software Technology Park (STP) with respect to export profits for each STP. Substantially all of the earnings of Cognizant India are attributable to export profits. The majority of our STPs in India are currently entitled to a 100% exemption from Indian income tax. The tax holidays for STPs are currently scheduled to expire on March 31, 2010; however, in July 2009, the Indian government proposed an extension of the tax holidays for STPs by one year to March 31, 2011. This proposal has not been enacted into law at this time. In addition, we have located several new development centers in areas designated as Special Economic Zones (SEZs). Development centers operating in SEZs will be entitled to certain income tax incentives for periods up to 15 years. The incremental Indian taxes related to the taxable STPs, for which the income tax holiday has expired, have been incorporated into our effective income tax rate for 2009. The effective tax rate of 16.5% for the three months and six months ended June 30, 2009 increased from 16.3% for the three and six months ended June 30, 2008. The principal difference between the income tax rates for the 2009 and 2008 periods and the U.S. federal statutory rate is the effect of the Indian tax holiday and earnings taxed in countries that have rates lower than the United States.

Note 5 Fair Value Measurements

As discussed in Note 9 Recent Accounting Pronouncements, we adopted Statement of Financial Accounting Standards (SFAS) No. 157, Fair Value Measurements (SFAS No. 157) on January 1, 2008 for financial assets and liabilities, which primarily relate to our investments and derivative contracts, and on January 1, 2009, for nonfinancial assets and liabilities.

SFAS No. 157 includes a fair value hierarchy that is intended to increase consistency and comparability in fair value measurements and related disclosures. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable. Observable inputs reflect assumptions market participants would use in pricing an asset or liability based on market data obtained from independent sources while unobservable inputs reflect a reporting entity s pricing based upon their own market assumptions.

The fair value hierarchy consists of the following three levels:

Level 1 Inputs are quoted prices in active markets for identical assets or liabilities.

Level 2 Inputs are quoted prices for similar assets or liabilities in an active market, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable and market-corroborated inputs which are derived principally from or corroborated by observable market data.

Level 3 Inputs are derived from valuation techniques in which one or more significant inputs or value drivers are unobservable.

The following table summarizes our financial assets and (liabilities) measured at fair value on a recurring basis in accordance with SFAS No. 157 as of June 30, 2009:

	Level 1	Level 2	Level 3	Total
Cash equivalents:				
Money market funds	$ 407,223	$	$	$ 407,223
Investments:				
Available-for-sale securities current		162		162
Trading securities current			5,981	5,981
Trading securities non-current			136,104	136,104
UBS Right non-current			24,678	24,678
Other current assets:				

Derivative financial instruments	forward foreign exchange contracts		11,402		11,402
Other current liabilities:					
Derivative financial instruments	forward foreign exchange contracts		(5,574)		(5,574)
Other long-term liabilities:					
Derivative financial instruments	forward foreign exchange contracts		(1,823)		(1,823)
Total assets and (liabilities) measured at fair value		$ 407,223	$ 4,167	$ 166,763	$ 578,153

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The following table summarizes our financial assets measured at fair value on a recurring basis in accordance with SFAS No. 157 as of December 31, 2008:

	Level 1	Level 2	Level 3	Total
Cash equivalents:				
Money market funds	$ 291,432	$	$	$ 291,432
Agency discount notes and commercial paper		15,201		15,201
Investments:				
Available-for-sale securities current		8,157		8,157
Trading securities current			5,862	5,862
Trading securities non-current			133,536	133,536
UBS Right non-current			28,158	28,158
Other current assets:				
Derivative financial instruments forward foreign exchange contracts		598		598
Total assets measured at fair value	$ 291,432	$ 23,956	$ 167,556	$ 482,944

Level 3 assets consist of our investment in auction-rate securities and the related UBS Right. See Note 2 for additional information. The following table provides a summary of changes in fair value of the Company s Level 3 financial assets for the period ended June 30, 2009:

	Six Months Ended June 30, 2009
Balance, at the beginning of the period	$ 167,556
Transfers out: redemptions of called auction-rate securities	(1,350)
Unrealized gains related to auction-rate securities included in other income (expense), net	4,037
Unrealized loss related to UBS Right included in other income (expense), net	(3,480)
Balance, at the end of the period	$ 166,763

We estimated the fair value of the auction-rate securities using a discounted cash flow model analysis which considered the following key inputs: (i) the underlying structure of each security; (ii) the timing of expected future principal and interest payments; and (iii) discount rates, inclusive of an illiquidity risk premium, that are believed to reflect current market conditions and the relevant risk associated with each security. We estimated that the fair market value of these securities at June 30, 2009 was $142,085. We estimated the value of the UBS Right using a fair value model analysis, which considered the following key inputs: discount rate, timing and amount of cash flow, and UBS counterparty risk. The assumptions used in valuing both the auction-rate securities and the UBS Right are volatile and subject to change as the underlying sources of these assumptions and market conditions change.

In addition to the debt securities discussed above, we had approximately $116,652 of time deposits included in short-term investments as of June 30, 2009 and approximately $13,504 of time deposits included in cash and cash equivalents and short-term investments at December 31, 2008.

Note 6 Derivative Financial Instruments

In the normal course of business, we use forward foreign exchange contracts to manage foreign currency exchange rate risk. The estimated fair value of the forward foreign exchange contracts considers the following items: discount rate, timing and amount of cash flow and counterparty credit risk. The following table provides information on the location and fair values of derivative financial instruments included in our condensed consolidated statements of financial position as of June 30, 2009:

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Designation of Derivatives	Location on Statement of Financial Position	Assets	Liabilities
Cash Flow Hedges Designated as hedging instruments under SFAS No. 133			
Forward foreign exchange contracts	Other current assets	$ 10,259	$
	Accrued expenses and other current liabilities		488
	Noncurrent current liabilities		1,823
	Total	10,259	2,311
Other Derivatives Not designated as hedging instruments under SFAS No. 133			
Forward foreign exchange contracts	Other current assets	1,143	
	Accrued expenses and other current liabilities		5,086
	Total	1,143	5,086
Total		$ 11,402	$ 7,397

As of December 31, 2008, the fair value of derivative financial instruments included in our condensed consolidated statements of financial position was $598. Such amount related to forward foreign exchange contracts that were designated as cash flow hedges under SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities (SFAS No. 133). We did not hold derivative financial instruments during the six month period ended June 30, 2008.

Cash Flow Hedges

During the fourth quarter of 2008 and the first six months of 2009, we entered into a series of forward foreign exchange contracts that are designated as cash flow hedges under SFAS No. 133 of certain salary payments in India. These contracts are intended to partially offset the impact of movement of exchange rates on future operating costs and are scheduled to mature each month during 2009 and 2010. Under these contracts, we purchase Indian rupees and sell U.S. dollars and the changes in fair value of these contracts are initially reported in accumulated other comprehensive income (loss) on our accompanying condensed consolidated statements of financial position and is subsequently reclassified to earnings in the same period the hedge transaction affects earnings. As of June 30, 2009 and December 31, 2008, the notional value of our outstanding contracts was $568,000 and $82,000, respectively, and the net unrealized gain (loss) included in accumulated other comprehensive income (loss) for such contracts was $7,076 and $576, respectively,

Upon settlement or maturity of the cash flow hedge contracts, we record the related gain or loss, based on our designation at the commencement of the contract, to salary expense reported within cost of revenues and selling, general and administrative expenses. The tables below provide information on the location and amounts of gains or losses on our cash flow hedges included in our condensed consolidated statement of operations and comprehensive income for the three and six months ended June 30, 2009.

Other Derivatives

We also use foreign currency forward contracts, which have not been designated as hedges under SFAS No. 133, to hedge our balance sheet exposure to Indian rupee denominated net monetary assets. During the second quarter of 2009, we entered into a series of forward foreign exchange contracts to buy U.S. dollars and sell Indian rupees. At June 30, 2009, the notional value of outstanding contracts was $175,000. Realized gains or losses and changes in the estimated fair value of these derivative financial instruments are recorded in other income (expense), net in the condensed consolidated statements of operations and comprehensive income. For the three and six months June 30, 2009, we reported a loss of $3,943 on these derivative contracts. The tables below provide information on the location and amounts of gains or losses on our other derivatives included in our condensed consolidated statement of operations and comprehensive income for the three and six months ended June 30, 2009.

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The following table provides information on the location and amounts of gains (losses) on our derivative financial instruments included in our condensed consolidated statement of operations and comprehensive income for the three months ended June 30, 2009:

	Net Derivative Gains (Losses) Recognized in Accumulated Other Comprehensive Income (Loss) (effective portion)		Location of Net Derivative Gains / (Losses) Reclassified from Accumulated Other Comprehensive Income (Loss) into Income (effective portion)	Net Gain (Loss) Reclassified from Accumulated Other Comprehensive Income / (Loss) to Income (effective portion)	
Cash Flow Hedges Designated as hedging instruments under SFAS No. 133					
Forward foreign exchange contracts	$	17,045	Cost of revenues	$	1,531
			Selling, general and administrative expenses		475
Total	$	17,045		$	2,006

	Location of Net Gains / (Losses) on Derivative Instruments	Amount of Net Gains (Losses) on Derivative Instruments	
Other Derivatives Not designated as hedging instruments under SFAS No. 133			
Forward foreign exchange contracts	Other income (expense), net	$	(3,943)
Total		$	(3,943)

The following table provides information on the location and amounts of gains (losses) on our derivative financial instruments included in our condensed consolidated statement of operations and comprehensive income for the six months ended June 30, 2009:

	Net Derivative Gains (Losses) Recognized in Accumulated Other Comprehensive Income (Loss) (effective portion)		Location of Net Derivative Gains / (Losses) Reclassified from Accumulated Other Comprehensive Income (Loss) into Income (effective portion)	Net Gain (Loss) Reclassified from Accumulated Other Comprehensive Income / (Loss) to Income (effective portion)	
Cash Flow Hedges Designated as hedging instruments under SFAS No. 133					
Forward foreign exchange contracts	$	7,076	Cost of revenues	$	454
					255

			Selling, general and administrative expenses		
Total	$	7,076		$	709

	Location of Net Gains / (Losses) on Derivative Instruments	Amount of Net Gains (Losses) on Derivative Instruments	
Other Derivatives Not designated as hedging instruments under SFAS No. 133			
Forward foreign exchange contracts	Other income (expense), net	$	(3,943)
Total		$	(3,943)

The related cash flow impacts of all of our derivative activities are reflected as cash flows from operating activities.

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Note 7 Commitments and Contingencies

As of June 30, 2009, we had outstanding fixed capital commitments of approximately $56,077 related to our India development center expansion program.

In connection with a 2008 acquisition, additional purchase price not to exceed $14,000, payable in 2010, is contingent on the acquired company achieving certain financial and operating targets during an earn-out period. We will fund such payment, if any, from operating cash flow. The ultimate amount payable cannot be reasonably estimated because the amount is dependent on future results of operations of the acquired business. In accordance SFAS No. 141, Business Combinations (SFAS No. 141), we have not recorded a liability for this item on our balance sheet because the definitive amount is not determinable or distributable. The contingent consideration, if paid, will be recorded as an additional element of the cost of the acquired company.

We are involved in various claims and legal actions arising in the ordinary course of business. In the opinion of management, the outcome of such claims and legal actions, if decided adversely, is not expected to have a material adverse effect on our business, financial condition and results of operations. Additionally, many of our engagements involve projects that are critical to the operations of our customers business and provide benefits that are difficult to quantify. Any failure in a customer s computer systems or an unauthorized disclosure of sensitive or confidential client or customer data could result in a claim for substantial damages against us, regardless of our responsibility for such failure or unauthorized disclosure. Although we attempt to contractually limit our liability for damages arising from negligent acts, errors, mistakes, or omissions in rendering our services, there can be no assurance that the limitations of liability set forth in our contracts will be enforceable in all instances or will otherwise protect us from liability for damages. Although we have general liability insurance coverage, including coverage for errors or omissions, there can be no assurance that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. The successful assertion of one or more large claims against us that exceed available insurance coverage or changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, would have a material adverse effect on our business, results of operations and financial condition.

Note 8 Segment Information

Our reportable segments are: Financial Services, which includes customers providing banking/transaction processing, capital markets and insurance services; Healthcare, which includes healthcare providers and payers as well as life sciences customers; Manufacturing/Retail/Logistics, which includes manufacturers, retailers, travel and other hospitality customers, as well as customers providing logistics services; and Other, which is an aggregation of industry segments which, individually, are less than 10% of consolidated revenues and segment operating profit. The Other reportable segment includes media and information services, communications and high technology operating segments. Our sales managers, account executives, account managers and project teams are aligned in accordance with the specific industries they serve.

Our chief operating decision maker evaluates the Company s performance and allocates resources based on segment revenues and operating profit. Segment operating profit is defined as income from operations before unallocated costs. Expenses included in segment operating profit consist principally of direct selling and delivery costs as well as a per seat charge for use of our IT development centers. Certain expenses, such as general and administrative, and a portion of depreciation and amortization, are not specifically allocated to specific segments as management does not believe it is practical to allocate such costs to individual segments because they are not directly attributable to any specific segment. Further, stock-based compensation expense and the related stock-based Indian fringe benefit tax are not allocated to individual segments in internal management reports used by the chief operating decision maker. Accordingly, these expenses are separately disclosed as unallocated and adjusted only against our total income from operations. Additionally, management has determined that it is not practical to allocate identifiable assets, by segment, since such assets are used interchangeably among the segments.

Revenues from external customers and segment operating profit, before unallocated expenses, for the Financial Services, Healthcare, Manufacturing/Retail/Logistics, and Other reportable segments for the three and six months ended June 30, 2009 and 2008, are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
Revenues:				
Financial Services	$ 332,548	$ 314,162	$ 663,890	$ 606,541

Healthcare	204,376	164,501	393,702	324,152
Manufacturing/Retail/Logistics	132,441	106,871	255,531	204,358
Other	107,227	99,893	209,331	193,482
Total revenues	$ 776,592	$ 685,427	$ 1,522,454	$ 1,328,533

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	Three Months Ended June 30, 2009	Three Months Ended June 30, 2008	Six Months Ended June 30, 2009	Six Months Ended June 30, 2008
Segment Operating Profit:				
Financial Services	$ 115,297	$ 111,979	$ 228,683	$ 213,180
Healthcare	77,202	65,427	146,750	131,065
Manufacturing/Retail/Logistics	46,244	35,535	82,576	71,597
Other	37,307	33,742	70,107	69,331
Total segment operating profit	276,050	246,683	528,116	485,173
Less: unallocated costs[(1)]	124,380	127,005	238,316	253,800
Income from operations	$ 151,670	$ 119,678	$ 289,800	$ 231,373

(1) Includes $8,386 and $20,149 of stock-based compensation expense and $1,267 and $2,212 of stock-based Indian fringe benefit tax expense for the three months and six months ended June 30, 2009, respectively, and $10,464 and $23,448 of stock-based compensation expense and $5,915 and $6,832 of stock-based Indian fringe benefit tax expense for the three months and six months ended June 30, 2008, respectively.

Geographic Area Information

Revenue and long-lived assets, by geographic area, are as follows:

	Three Months Ended June 30, 2009	Three Months Ended June 30, 2008	Six Months Ended June 30, 2009	Six Months Ended June 30, 2008
Revenues[(1)]				
North America[(2)]	$ 620,971	$ 536,257	$ 1,214,761	$ 1,050,117
Europe[(3)]	138,739	138,965	274,767	260,160
Other[(5)]	16,882	10,205	32,926	18,256
Total	$ 776,592	$ 685,427	$ 1,522,454	$ 1,328,533

	As of June 30, 2009	As of December 31, 2008
Long-lived Assets[(4)]		
North America[(2)]	$ 7,584	$ 7,494
Europe	2,594	2,470
Other[(5)(6)]	436,748	445,290
Total	$ 446,926	$ 455,254

(1) Revenues are attributed to regions based upon customer location.
(2) Substantially all relates to operations in the United States.
(3) Includes revenue from operations in the United Kingdom of $78,604 and $82,040 and $158,986 and $157,153 for the three and six months ended June 30, 2009 and 2008, respectively.
(4) Long-lived assets include property and equipment, net of accumulated depreciation and amortization.

(5) Includes our operations in Asia Pacific, Middle East and South America.
(6) Substantially all of these long-lived assets relate to our operations in India.

Note 9 Recent Accounting Pronouncements

In 2006, the Financial Accounting Standards Board (FASB) issued SFAS No. 157. SFAS No. 157 defines fair value, establishes a market-based framework or hierarchy for measuring fair value and expands disclosures about fair value measurements. SFAS No. 157 is applicable whenever another accounting pronouncement requires or permits assets and liabilities to be measured at fair value. SFAS No. 157 does not expand or require any new fair value measures, however the application of this statement may change current practice. We adopted SFAS No. 157 for financial assets and liabilities effective January 1, 2008 and for non financial assets and liabilities effective January 1, 2009. The adoption of SFAS No. 157, which primarily affected the valuation of our investments and derivative contracts, did not have a material effect on our financial condition or results of operations.

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In April 2009, the FASB issued several FASB Staff Positions (FSPs) in order to provide additional application guidance and enhance disclosures regarding fair value measurements and impairments of securities.

FSP FAS 157-4, Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly (FSP FAS 157-4). FSP FAS 157-4 relates to determining fair values when there is no active market or where the price inputs being used represent distressed sales. It reaffirms the need to use judgment to ascertain if a formerly active market has become inactive and in determining fair values when markets have become inactive.

FSP FAS 115-2 and FAS 124-2, Recognition and Presentation of Other-Than-Temporary Impairments. This FSP is intended to bring consistency to the timing of impairment recognition, and provide improved disclosures about the credit and noncredit components of impaired debt securities that are not expected to be sold. The measure of impairment in comprehensive income remains fair value. The FSP also requires increased and more timely disclosures regarding expected cash flows, credit losses, and an aging of securities with unrealized losses.

FSP FAS 107-1 and APB 28-1, Interim Disclosures about Fair Value of Financial Instruments. This FSP relates to fair value disclosures for financial instruments that are not currently reflected on the balance sheet at fair value. Prior to issuing this FSP, fair values for these assets and liabilities were only disclosed once a year. The FSP now requires these disclosures on a quarterly basis, providing qualitative and quantitative information about fair value estimates for all those financial instruments not measured on the balance sheet at fair value.

We have elected to early adopt these FSPs effective March 31, 2009. The adoption of these FSPs did not have a material effect on our financial condition or results of operations.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), Business Combinations (SFAS No. 141(R)). SFAS No. 141(R) requires the acquiring entity in a business combination to recognize the full fair value of assets acquired and liabilities assumed in the transaction (whether a full or partial acquisition); establishes the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed; requires expensing of transaction and restructuring costs; and requires the acquirer to disclose the information needed to evaluate and understand the nature and financial effect of the business combination. Effective January 1, 2009, we adopted SFAS No. 141(R), which applies prospectively to business combinations for which the acquisition date is on or after January 1, 2009. The adoption of SFAS No. 141(R) did not have a significant impact on our results of operations or financial condition, however the impact of SFAS No. 141(R) on our future consolidated financial statements will depend upon the nature, terms and size of the acquisitions we consummate in the future.

In April 2009, the FASB also issued an FSP to provide additional application guidance and enhanced disclosures regarding business combinations, FSP FAS 141(R)-1, Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies (FSP FAS 141(R)-1). FSP FAS 141(R)-1 addresses application issues raised by preparers, auditors and members of the legal profession on initial recognition and measurement, subsequent measurement and accounting, and accounting disclosure of assets and liabilities arising from contingencies in a business combination. We have elected to early adopt this FSP effective March 31, 2009. The adoption of this FSP did not have a material effect on our financial condition or results of operations.

In December 2007, the FASB issued SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements an amendment of Accounting Research Bulletin No. 51 (SFAS No. 160). SFAS No. 160 establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the noncontrolling interest, changes in a parent s ownership interest, and the valuation of retained noncontrolling equity investments when a subsidiary is deconsolidated. SFAS No. 160 also establishes disclosure requirements that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. We adopted SFAS No, 160 effective January 1, 2009. We do not have any noncontrolling interests in other entities. Accordingly, the adoption of SFAS No. 160 did not have a material effect on our financial condition or consolidated results of operations.

In March 2008, the FASB issued SFAS No. 161, Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133 (SFAS No. 161). SFAS No. 161 applies to all derivative instruments and related hedged items accounted for under SFAS No. 133. SFAS No. 161 requires entities to provide greater transparency about how and why an entity uses derivative instruments, how derivative instruments and related hedged items are accounted for under SFAS No. 133 and its related interpretations, and how derivative instruments and related hedged items affect an entity s financial position, results of operations and cash flows. Effective January 1, 2009, we adopted SFAS No. 161 and have presented the required information in Note 6.

In May 2009, the FASB issued SFAS No. 165, Subsequent Events (SFAS No. 165). SFAS No. 165 established principles and requirements for recognition and disclosure of subsequent events in the financial statements. The adoption of SFAS No. 165 on June 30, 2009 did not have a material effect on our financial condition or consolidated results of operations.

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In June 2009, the FASB issued SFAS No. 167, Amendments to FASB Interpretation No. 46 (Revised December 2003), Consolidation of Variable Interest Entities (SFAS No. 167). SFAS No. 167 amends the consolidation guidance applicable to variable interest entities and affects the overall consolidation analysis under FASB Interpretation No. 46(R). SFAS No. 167 is effective for fiscal years beginning after November 15, 2009. We are currently evaluating the potential impact of SFAS No.167 on our financial condition and consolidated results of operations.

In June 2009, the FASB issued SFAS No. 168, The FASB Accounting Standards Codification and Hierarchy of Generally Accepted Accounting Principles a replacement of FASB Statement No. 162 (SFAS No. 168). SFAS No. 168 does not alter current U.S. GAAP, but rather integrates existing accounting standards with other authoritative guidance. Under SFAS No. 168 there will be a single source of authoritative U.S. GAAP for nongovernmental entities and will supersede all other previously issued non-SEC accounting and reporting guidance. SFAS No. 168 is effective for financial statement periods ending after September 15, 2009. The adoption of SFAS No. 168 will not have a material effect on our financial condition or consolidated results of operations.

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations.

Executive Summary

During the three and six months ended June 30, 2009, our revenue increased to $776.6 million and $1,522.5 million compared to $685.4 million and $1,328.5 million during the three months and six months ended June 30, 2008. Net income increased to $141.3 million and $254.4 million, respectively, or $0.47 and $0.85 per diluted share, including stock-based compensation expense and stock-based Indian fringe benefit tax expense, net of tax, equal to $0.03 and $0.06 per diluted share, during the three and six months ended June 30, 2009. This is compared to net income of $103.9 million and $205.7 million, respectively, or $0.35 and $0.69 per diluted share, including stock-based compensation expense and stock-based Indian fringe benefit tax expense, net of tax, of $0.04 and $0.08 per diluted share, during the three months and six months ended June 30, 2008. The key drivers of our revenue growth during the three months ended June 30, 2009 were as follows:

- strong performance within our Healthcare and Manufacturing/Retail/Logistics business segments, each of which had revenue growth equal to or greater than 23.9% for the quarter as compared to the quarter ended June 30, 2008;

- strong performance in North America where we experienced revenue growth of 15.8% for the quarter as compared to the quarter ended June 30, 2008;

- expansion of our service offerings, which enabled us to cross-sell new services to our customers and meet the rapidly growing demand for complex large-scale outsourcing solutions;

- increased penetration at existing customers, including strategic customers; and

- continued expansion of the market for global delivery of IT services and business process outsourcing.

We saw a continued increase in demand from our customers for a broad range of IT solutions, particularly high performance web development initiatives and complex systems development engagements, testing, enterprise resource planning or ERP, infrastructure management, business process outsourcing and business intelligence. We finished the quarter with approximately 569 active clients compared to 520 as of June 30, 2008 and increased the number of strategic clients by five during the quarter bringing the total number of our strategic clients to 134. We define a strategic client as one offering the potential to generate $5 million to $50 million or more in annual revenues at maturity. Our top five and top ten customers in the aggregate accounted for approximately 17.6% and 29.1%, respectively, of our total revenues during the quarter ended June 30, 2009 as compared to approximately 19.9% and 30.7%, respectively, for the quarter ended June 30, 2008. As we continue to add new customers and increase our penetration at existing customers, we expect the percentage of revenues from our top five and top ten customers to continue to decline over time.

Our revenue from European customers was flat at approximately $138.7 million compared to approximately $139.0 million in the quarter ended June 30, 2008. For the quarter ended June 30, 2009, our operation in the United Kingdom (UK) reported a 4.2% decline in revenue as compared to the quarter ended June 30, 2008. This decline is primarily attributed to unfavorable movement in foreign exchange rates of approximately 22% in the 2009 period due to the strengthening of the U.S. dollar against the British Pound on the portion of British Pound denominated revenues. For the quarter ended June 30, 2009, revenue from Europe, excluding the UK, increased by approximately 5.6% from approximately $56.9 million in the quarter ended June 30, 2008 to approximately $60.1 million. Europe will continue to be an area of significant investment for us for the remainder of 2009 as we see this region and the Asia Pacific region, particularly Japan, India, Australia and Singapore, as growth opportunities for the long-term.

Our revenue growth is also attributed to increasing market acceptance of, and demand for, offshore IT software and services and business process outsourcing. Recent NASSCOM (India s National Association of Software and Service Companies) reports state that India s IT software and services and business process outsourcing sectors are expected to reach an estimated $48 -$50 billion by the end of the fiscal year March 31, 2010. This is an expected growth rate of approximately 4% to 7% over the prior fiscal year. According to the latest NASSCOM Perspective 2020: Transform Business, Transform India report, global changes and new megatrends within economic, demographic, business, social and environmental areas are set to expand the outsourcing industry by creating new dynamics and opportunities and are expected to result in export revenues of $175 billion by 2020.

Our operating margin increased to approximately 19.5% for the quarter ended June 30, 2009 compared to 17.5% for the quarter ended June 30, 2008. Excluding stock-based compensation costs of approximately $8.4 million and stock-based Indian fringe benefit tax expense of $1.3 million, operating margin for the quarter ended June 30, 2009 was approximately 20.8%. This was slightly above our historic targeted operating margin range, excluding stock-based compensation costs and stock-based Indian fringe benefit tax expense, of 19% to 20% of total revenues. The operating margin increase was primarily due to the favorable impact of the depreciation of the Indian rupee versus the U.S. dollar and achieving operating efficiencies as a result of revenue growth outpacing our headcount growth partially offset by an increase in compensation costs and investments to grow our business. Historically, we have invested our profitability above the 19% to 20% operating margin level, which excludes stock-based compensation and stock-based Indian fringe benefit tax expense, back into our business, which we believe is a significant contributing factor to our strong revenue growth. This investment is primarily focused in the areas of: (i) hiring client partners and relationship personnel with specific industry experience or domain expertise; (ii) training our technical staff in a broader range of IT service offerings; (iii) strengthening our business analytic capabilities; (iv) strengthening and expanding our portfolio of services; (v) continuing to expand our geographic presence for both sales and delivery; and (vi) recognizing and rewarding exceptional performance by our employees. In addition, this investment includes maintaining a level of resources, trained in a broad range of service offerings, to be well positioned to respond to our customer requests to take on additional projects. For the year ending December 31, 2009, we expect to continue to invest amounts in excess of our historical targeted operating margin levels back into the business.

We finished the second quarter of 2009 with total headcount of approximately 64,100, an increase of approximately 4,800 over the total headcount at June 30, 2008. The increases in the number of our technical personnel and the related infrastructure costs, to meet the demand for our services, are the primary drivers of the increase in our operating expenses in 2009. Annualized turnover, including both voluntary and involuntary, was approximately 11.3% during the three months ended June 30, 2009. The majority of our turnover occurs in India. As a result, annualized attrition rates on-site at clients are below our global attrition rate. In addition, attrition is weighted towards the more junior members of our staff. We have experienced wage inflation in India in the previous years. However, we expect wage inflation in India to be negligible this year. Indian wages represented less than 20% of our total operating expenses for the three months ended June 30, 2009.

Our current India real estate development program now includes planned construction of approximately 4.5 million square feet of new space. The expanded program, which commenced during the quarter ended March 31, 2007, includes the expenditure of approximately $330.0 million on land acquisition, facilities construction and furnishings to build new state-of-the-art IT development centers in regions primarily designated as Special Economic Zones located in India. During 2009, we expect to spend approximately $130.0 to $150.0 million globally for capital expenditures, a portion of which relates to our India real estate development program.

At June 30, 2009, we had cash and cash equivalents and short-term investments of $983.2 million and working capital of $1,373.8 million. Accordingly, we do not anticipate any near-term liquidity issues.

During the remainder of 2009, we expect the following factors to affect our business and our operating results:

- Global economic recession;
- Continued weakness in the financial services sector;
- Pressure on customer IT budgets, which may result in delays or decreases in spending by customers on discretionary projects, specifically application development projects. However, we expect a focus by customers on directing IT spending towards cost containment projects, such as application maintenance, infrastructure management and BPO; and
- Foreign currency volatility.

In response to this challenging macroeconomic environment, we plan to continue to:

Partner with our existing customers to see where we can provide innovative solutions resulting in our garnering an increased portion of our customers overall IT spend;

Continue our focus on growing our business in Europe and the Asia Pacific region, where we believe there are opportunities to gain market share;

Expand our BPO and infrastructure management practices, which are in high demand in this challenging business environment;

Continue to aggressively increase our customer base across all of our business segments;

Opportunistically look for acquisitions and other business opportunities that can improve our overall service delivery capabilities; and

Continue operating focus and discipline to appropriately manage our cost structure.

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Critical Accounting Estimates and Risks

Management s discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements that have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and assumptions that affect the amounts reported for assets and liabilities, including the recoverability of tangible and intangible assets, disclosure of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of revenues and expenses during the reported period. On an on-going basis, we evaluate our estimates. The most significant estimates relate to the recognition of revenue and profits based on the percentage of completion method of accounting for certain fixed-bid contracts, the allowance for doubtful accounts, income taxes, valuation of goodwill and other long-lived assets, valuation of short and long-term investments, assumptions used in valuing stock-based compensation arrangements, contingencies and litigation. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. The actual amounts may differ from the estimates used in the preparation of the accompanying unaudited condensed consolidated financial statements. Our significant accounting policies are described in Note 1 to the audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2008.

We believe the following critical accounting policies require a higher level of management judgments and estimates than others in preparing the consolidated financial statements:

Revenue Recognition. Revenues related to our highly complex information technology application development contracts, which are predominantly fixed-priced contracts, are recognized as the service is performed using the percentage of completion method of accounting. Under this method, total contract revenue during the term of an agreement is recognized on the basis of the percentage that each contract s total labor cost to date bears to the total expected labor cost (cost to cost method). This method is followed where reasonably dependable estimates of revenues and costs can be made. Management reviews total expected labor costs on an ongoing basis. Revisions to our estimates may result in increases or decreases to revenues and income and are reflected in the consolidated financial statements in the periods in which they are first identified. If our estimates indicate that a contract loss will be incurred, a loss provision is recorded in the period in which the loss first becomes probable and reasonably estimable. Contract losses are determined to be the amount by which the estimated costs of the contract exceed the estimated total revenues that will be generated by the contract and are included in cost of revenues in our consolidated statement of operations. Contract losses for the periods presented were immaterial.

Stock-Based Compensation. Under the fair value recognition provisions of SFAS No. 123R, stock-based compensation cost is measured at the grant date based on the value of the award and is recognized as expense over the vesting period. Determining the fair value of stock-based awards at the grant date requires judgment, including estimating the expected term over which the stock awards will be outstanding before they are exercised, the expected volatility of our stock, the number of stock-based awards that are expected to be forfeited and the expected exercise proceeds for stock-based awards subject to the Indian fringe benefit tax. In addition, for stock performance units, we are required to estimate the most probable outcome of the performance conditions in order to determine the amount of stock compensation costs to be recorded over the vesting period. If actual results differ significantly from our estimates, stock-based compensation expense and our results of operations could be materially impacted.

Income Taxes. Determining the consolidated provision for income tax expense, deferred income tax assets and liabilities and related valuation allowance, if any, involves judgment. As a global company, we are required to calculate and provide for income taxes in each of the jurisdictions where we operate. Changes in the geographic mix or estimated level of annual pre-tax income can also affect the overall effective income tax rate.

Our provision for income taxes also includes the impact of provisions established for uncertain income tax positions determined in accordance with Financial Interpretation No. 48, Accounting for Uncertainty in Income Taxes an Interpretation of SFAS No. 109 (FIN 48), as well as the related net interest. Tax exposures can involve complex issues and may require an extended period to resolve. Although we believe we have adequately reserved for our uncertain tax positions, no assurance can be given that the final tax outcome of these matters will not be different. We adjust these reserves in light of changing facts and circumstances, such as the closing of a tax audit or the refinement of an estimate. To the extent that the final tax outcome of these matters differs from the amounts recorded, such differences will impact the provision for income taxes in the period in which such determination is made.

On an on-going basis, we evaluate whether a valuation allowance is needed to reduce our deferred income tax assets to the amount that is more likely than not to be realized. While we have considered future taxable income and on-going prudent and feasible tax planning strategies in assessing the need for the valuation allowance, in the event we determine that we will be able to realize deferred income tax assets in the future in excess of the net recorded amount, an adjustment to the deferred income tax asset would increase income in the period such determination was made. Likewise, should we determine that we will not be able to realize all or

part of the net deferred income tax asset in the future, an adjustment to the deferred income tax asset would be charged to income in the period such determination was made.

Our Indian subsidiaries (collectively, Cognizant India) are export-oriented companies, which, under the Indian Income Tax Act of 1961, are entitled to claim tax holidays for a period of ten consecutive years for each Software Technology Park (STP) with respect to export profits for each STP. Substantially all of the earnings of Cognizant India are attributable to export profits. The majority of our STPs in India are currently entitled to a 100% exemption from Indian income tax. The tax holidays for STPs are currently scheduled to expire on March 31, 2010; however, in July 2009, the Indian government proposed an extension of the tax holidays for STPs by one year to March 31, 2011. This proposal has not been enacted into law at this time. In anticipation of the phase out of these tax holidays, we expect to continue to locate a portion of our new development centers in areas designated as Special Economic Zones (SEZs). Development centers operating in SEZs are entitled to certain income tax incentives for periods up to 15 years. Under current Indian tax law, export profits after March 31, 2010 (March 31, 2011 if the one-year STP extension gets enacted) from our existing STPs will be fully taxable at the Indian statutory rate (33.99% as of June 30, 2009) in effect at such time. If the tax holidays relating to our Indian STPs are not extended or new tax incentives are not introduced that would effectively extend the income tax holiday benefits beyond March 2010 (March 2011 if the one-year STP extension gets enacted), we expect that our effective income tax rate would increase significantly beginning in calendar year 2010 (2011 if the one-year STP extension gets enacted).

Investments. Historically, our investments have been in municipal debt securities with interest rates that reset through a Dutch auction process, corporate notes and bonds, U.S. government agencies, bank time deposits and commercial paper meeting certain criteria. We evaluate our available-for-sale investments periodically for possible other-than-temporary impairment by reviewing factors such as the length of time and extent to which fair value has been below cost basis, the financial condition of the issuer and our ability and intent to hold the investment for a period of time, which may be sufficient for anticipated recovery of market value. An impairment charge would be recorded to the extent that the carrying value of our available-for-sale securities exceeds the fair market value of the securities and the decline in value is determined to be other-than-temporary.

Determining the fair value of our investment in auction-rate securities with unobservable inputs that are supported by little or no market activity requires judgment, including determining the appropriate holding period and discount rate to be used in valuing such securities. We value our investment in auction-rate securities using a discounted cash flow analysis, which incorporates the following key inputs: (i) the underlying structure of each security; (ii) frequency and amounts of cash flows; (iii) expected holding period for the security; and (iv) discount rates that are believed to reflect current market conditions and the relevant risk associated with each security. In estimating the holding period, we considered the current developments in the auction-rate market including: our ability to hold the securities for such period of time, recent calls of auction-rate securities by issuers and the possible reestablishment of an active market for the auction-rate securities that we hold. Based upon these factors, we used a holding period of five years for securities with a stated maturity beyond five years, which represents the period of time we anticipate will elapse before a liquidity event will occur. An increase or decrease in the holding period by two years would change the fair value of our investment in auction-rate securities by approximately $10.0 million. We derive the discount rate by considering observable interest rate yields for bonds supported by student loans and pricing of new bond issuances, and adding an illiquidity premium to such rates. The illiquidity premium was estimated by management considering current market conditions. As of June 30, 2009, we used a weighted-average illiquidity premium of 236 basis points. This weighted-average illiquidity premium has been impacted by overall issues within the credit and capital markets and related increases in volatility including uncertainty of the credit and money markets. An increase or decrease to the illiquidity premium of 100 basis points would change the estimated fair value of our investment in auction-rate securities by approximately $7.0 million. Our valuation is also impacted by changes in market interest rates because the interest payments we receive on our auction-rate securities vary based on a pre-determined formula with spreads tied to particular interest rate indices. An increase or decrease in market interest rates of 25 basis points would change the estimated fair value of our investment in auction-rate securities by approximately $5.0 million. We anticipate there will be ongoing developments in the credit markets and the market for the auction-rate securities that we hold. Accordingly, our estimates of the expected holding period and illiquidity premium used in valuing such securities are reasonably likely to change in the short-term.

Allowance for Doubtful Accounts. We maintain an allowance for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. The allowance for doubtful accounts is determined by evaluating the relative credit-worthiness of each customer, historical collections experience and other information, including the aging of the receivables. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

Goodwill. We evaluate goodwill for impairment at least annually, or as circumstances warrant. When determining the fair value of our reporting units, we utilize various assumptions, including projections of future cash flows. Any adverse changes in key assumptions about our businesses and their prospects or an adverse change in market conditions may cause a change in the estimation of fair value and could result in an impairment charge. As of June 30, 2009, our goodwill balance was $154.2 million.

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Long-Lived Assets. In accordance with SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets , we review long-lived assets and certain identifiable intangibles for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In general, we will recognize an impairment loss when the sum of undiscounted expected future cash flows is less than the carrying amount of such asset. The measurement for such an impairment loss is then based on the fair value of the asset. If such assets were determined to be impaired, it could have a material adverse effect on our business, results of operations and financial condition.

Risks. The majority of our IT development centers, including a majority of our employees, are located in India. As a result, we may be subject to certain risks associated with international operations, including risks associated with foreign currency exchange rate fluctuations and risks associated with the application and imposition of protective legislation and regulations relating to import and export or otherwise resulting from foreign policy or the variability of foreign economic or political conditions. Additional risks associated with international operations include difficulties in enforcing intellectual property rights, limitations on immigration programs, the burdens of complying with a wide variety of foreign laws, potential geo-political and other risks associated with terrorist activities and local and cross border conflicts, and potentially adverse tax consequences, tariffs, quotas and other barriers. We are also subject to risks associated with our overall compliance with Section 404 of the Sarbanes-Oxley Act of 2002. The inability of our management and our independent auditor to provide us with reasonable assurance regarding the adequacy and effectiveness of our internal control over financial reporting for future year ends could result in adverse consequences to us, including, but not limited to, a loss of investor confidence in the reliability of our financial statements, which could cause the market price of our stock to decline. See Part II, Item 1A. Risk Factors.

Results of Operations

Three Months Ended June 30, 2009 Compared to Three Months Ended June 30, 2008

The following table sets forth, for the periods indicated, certain financial data expressed for the three months ended June 30:

(Dollars in thousands)

	2009	% of Revenues	2008	% of Revenues	Increase	% Increase
Revenues	$ 776,592	100.0%	$ 685,427	100.0%	$ 91,165	13.3%
Cost of revenues[(1)]	433,340	55.8	380,867	55.5	52,473	13.8
Selling, general and administrative expenses[(2)]	170,003	21.9	167,105	24.4	2,898	1.7
Depreciation and amortization expense	21,579	2.8	17,777	2.6	3,802	21.4
Income from operations	151,670	19.5%	119,678	17.5%	31,992	26.7
Other income (expense), net	17,496		4,379		13,117	299.5
Provision for income taxes	27,911		20,201		7,710	38.2
Net income	$ 141,255	18.2%	$ 103,856	15.2%	$ 37,399	36.0%

(1) Includes stock-based compensation expense of $3,948 in 2009 and $4,733 in 2008, and stock-based Indian fringe benefit tax expense of $192 in 2009 and $2,084 in 2008 and is exclusive of depreciation and amortization expense.

(2) Includes stock-based compensation expense of $4,438 in 2009 and $5,731 in 2008, and stock-based Indian fringe benefit tax expense of $1,075 in 2009 and $3,831 in 2008 and is exclusive of depreciation and amortization expense.

The following table includes non-GAAP income from operations, excluding stock-based compensation and stock-based Indian fringe benefit tax expense, a measure defined by the Securities and Exchange Commission as a non-GAAP financial measure. This non-GAAP financial measure is not based on any comprehensive set of accounting rules or principles and should not be considered a substitute for, or superior to, financial measures calculated in accordance with GAAP, and may be different from non-GAAP measures used by other companies. In addition, this non-GAAP measure, the financial statements prepared in accordance with GAAP and reconciliations of our GAAP financial statements to such non-GAAP measure should be carefully evaluated.

We seek to manage the company to a targeted operating margin, excluding stock-based compensation costs and stock-based Indian fringe benefit tax expense, of 19% to 20% of revenues. Accordingly, we believe that non-GAAP income from operations, excluding stock-based compensation costs and stock-based Indian fringe benefit tax expense, is a meaningful measure for investors to evaluate our financial performance. For our internal management reporting and budgeting purposes, we use financial statements that do not include stock-based compensation expense and stock-based Indian fringe benefit tax expense for financial and operational decision making, to evaluate period-to-period comparisons and for making comparisons of our operating results to those of our competitors. Moreover, because of varying available valuation methodologies and the variety of award types that companies can use under SFAS No. 123R, we believe that providing a non-GAAP financial measure that excludes stock-based compensation expense and stock-based Indian fringe benefit tax expense allows investors to make additional comparisons between our operating results and those of other companies. Accordingly, we believe that the presentation of non-GAAP income from operations when read in conjunction with our reported GAAP income from operations can provide useful supplemental information to our management and to investors regarding financial and business trends relating to our financial condition and results of operations.

A limitation of using non-GAAP income from operations versus income from operations reported in accordance with GAAP is that non-GAAP income from operations, excludes costs, namely, stock-based compensation that is recurring and stock-based Indian fringe benefit tax expense which is expected to be abolished during the third quarter of 2009. Stock-based compensation expense will continue to be for the foreseeable future a significant recurring expense in our business. In addition, other companies may calculate non-GAAP financial measures differently than us, thereby limiting the usefulness of this non-GAAP financial measure as a comparative tool. We compensate for these limitations by providing specific information regarding the GAAP amounts excluded from non-GAAP income from operations and evaluating such non-GAAP financial measures with financial measures calculated in accordance with GAAP.

A reconciliation of income from operations as reported and non-GAAP income from operations, excluding stock-based compensation expense and stock-based Indian fringe benefit tax expense, is as follows for the three months ended June 30:

(Dollars in thousands)

	2009	**% of Revenues**	**2008**	**% of Revenues**
Income from operations, as reported	$ 151,670	19.5%	$ 119,678	17.5%
Add: stock-based compensation expense	8,386	1.1	10,464	1.5
Add: stock-based Indian fringe benefit tax expense	1,267	0.2	5,915	0.8
Non-GAAP income from operations, excluding stock-based compensation expense and stock-based Indian fringe benefit tax expense	$ 161,323	20.8%	$ 136,057	19.8%

The fringe benefit tax regulation in India obligates us to pay, upon exercise or distribution of shares under a stock-based compensation award, a non-income related tax on the appreciation of the award from date of grant to date of vest. There is no cash cost to us as we recover the cost of the Indian fringe benefit tax from the employee s proceeds from the award. Under U.S. GAAP, the stock-based Indian fringe benefit tax expense is required to be recorded as an operating expense and the related recovery of such tax from our employee is required to be recorded to stockholders equity as proceeds from a stock-based compensation award. In July 2009, the Indian government announced a repeal of the fringe benefit tax in its fiscal year ending March 2010 budget. This proposal has not been enacted into law at this time. If the proposed repeal is not ratified, our future operating results may experience volatility as a result of the timing of exercise or distribution of shares related to stock-based compensation awards to our employees who worked or are working in India.

Revenue. Revenue increased by 13.3%, or approximately $91.2 million, from approximately $685.4 million during the three months ended June 30, 2008 to approximately $776.6 million during the three months ended June 30, 2009. This increase is primarily attributed to greater acceptance of the on-site/offshore delivery model among an increasing number of industries, continued interest in using the on-site/offshore delivery model as a means to reduce overall IT costs, continued growth in North America and greater penetration in the Asian market. Revenue from customers existing as of June 30, 2008 increased by approximately $54.8 million and revenue from new customers added since June 30, 2008 was approximately $36.4 million or approximately 39.9% of the period over period revenue increase and 4.7% of total revenues for the three months ended June 30, 2009.

In addition, revenue from North American customers for the three months ended June 30, 2009 increased by $84.7 million over the comparable 2008 quarter. We had approximately 569 active clients as of June 30, 2009 as compared to 520 active clients as of June 30, 2008. In addition, we experienced growth across all of our business segments for an increasingly broad range of services. Our Healthcare and Manufacturing/ Retail/Logistics business segments accounted for approximately $39.9 million and $25.6 million, respectively, of the $91.2 million increase in revenue. Additionally, our IT consulting and technology services and IT outsourcing revenues increased by approximately 6.6% and 19.4%, respectively, compared to the three months ended June 30, 2008 and represented approximately 44.6% and 55.4%, respectively, of total revenues for the three months ended June 30, 2009. No customer accounted for sales in excess of 10% of revenues during the three months ended June 30, 2009 and 2008.

Cost of Revenues (Exclusive of Depreciation and Amortization Expense). Our cost of revenues consists primarily of the cost of salaries, stock-based compensation expense and related stock-based Indian fringe benefit tax expense, payroll taxes, benefits, immigration and project-related travel for technical personnel, the cost of subcontracting and the cost of sales commissions related to

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revenues. Our cost of revenues increased by 13.8%, or approximately $52.4 million, from approximately $380.9 million during the three months ended June 30, 2008 to approximately $433.3 million during the three months ended June 30, 2009. The increase was due primarily to higher compensation and benefits costs of approximately $53.7 million resulting from the increase in the number of our technical personnel partially offset by the depreciation of the Indian rupee and major European currencies versus the U.S. dollar and a decrease in stock-based compensation expense and related stock-based Indian fringe benefit tax expense.

Selling, General and Administrative Expenses. Selling, general and administrative expenses consist primarily of salaries, stock-based compensation expense and the related stock-based Indian fringe benefit tax expense, employee benefits, travel, promotion, communications, management, finance, administrative and occupancy costs. Selling, general and administrative expenses, including depreciation and amortization, increased by 3.6%, or approximately $6.7 million, from approximately $184.9 million during the three months ended June 30, 2008 to approximately $191.6 million during the three months ended June 30, 2009, and decreased as a percentage of revenue from 27.0% to 24.7%. The decrease as a percentage of revenue was due primarily to the favorable impact of the depreciation of the Indian rupee versus the U.S. dollar, economies of scale driven by increased revenues that resulted from our expanded sales and marketing activities in the current and prior years that allowed us to leverage our cost structure over a larger organization, reductions in discretionary spending partially offset by an increase in depreciation and amortization expense and expenses related to the expansion of our infrastructure to support our revenue growth.

Income from Operations. Income from operations increased 26.7%, or approximately $32.0 million, from approximately $119.7 million during the three months ended June 30, 2008 to approximately $151.7 million during the three months ended June 30, 2009, representing operating margins of 17.5% and 19.5% of revenues, respectively. The operating margin increase was primarily due to the favorable impact of the depreciation of the Indian rupee versus the U.S. dollar and achieving operating efficiencies as a result of revenue growth outpacing our headcount growth partially offset by an increase in compensation costs and investments to grow our business. Excluding stock-based compensation expense and stock-based Indian fringe benefit tax expense of $9.6 million and $16.4 million, operating margin for the three months ended June 30, 2009 and June 30, 2008 was 20.8% and 19.8% of revenues, respectively.

The depreciation of the Indian rupee against the U.S. dollar favorably impacted our operating margin by approximately 380 basis points or 3.8 percentage points and was partially offset by compensation increases and investments to grow our business. Each additional 1.0% change in the exchange rate between the Indian rupee and the U.S. dollar will have the effect of moving our operating margin by approximately 26 basis points or 0.26 percentage points. We recently entered into several forward foreign exchange contracts to hedge certain salary payments in India. These hedges are intended to mitigate the volatility of the changes in the exchange rate between the U.S. dollar and the Indian rupee. At June 30, 2009, the notional value of these contracts was $568.0 million and the contracts are scheduled to mature over the next eighteen months.

Other Income (Expense), Net. Other income (expense), net consists primarily of foreign currency gains and (losses) and interest income. The following table sets forth, for the periods indicated, Other income (expense), net for the three months ended June 30:

(Dollars in thousands)

	2009	**2008**	**Increase/ (Decrease)**
Foreign currency exchange gains (losses)	$ 18,053	$ (549)	$ 18,602
Gains (losses) on forward foreign exchange contracts	(3,943)		(3,943)
Interest income	2,622	4,864	(2,242)
Other income (expense), net	764	64	700
Total Other income (expense), net	$ 17,496	$ 4,379	$ 13,117

The foreign currency exchange gains reported in the quarter of approximately $18.1 million are primarily attributed to (i) U.S. dollar denominated intercompany payables from our European subsidiaries to Cognizant India for services performed by Cognizant India on behalf of our European customers, and (ii) the remeasurement of the Indian rupee net monetary assets on Cognizant India s books to the U.S. dollar functional currency. The $3.9 million of losses on forward foreign exchange contracts are related to the change in fair value of forward foreign exchange contracts entered into to offset foreign currency exposure to Indian rupee denominated net monetary assets. The notional value of these undesignated hedges is $175.0 million. The $2.3 million decrease in interest income is due to lower average short-term interest rates during the second quarter of 2009 compared to the second quarter of 2008. The increase in other income (expense), net primarily relates to the net change in fair value of our auction-rate securities and the related UBS Right.

Provision for Income Taxes. The provision for income taxes increased from approximately $20.2 million during the three months ended June 30, 2008 to approximately $27.9 million during the three months ended June 30, 2009. The effective income tax rate of 16.3% (16.2% excluding discrete items) for the three months ended June 30, 2008 increased to 16.5% for the three months ended June 30, 2009.

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Net Income. Net income increased from approximately $103.9 million for the three months ended June 30, 2008 to approximately $141.3 million for the three months ended June 30, 2009, representing 15.2% and 18.2% of revenues, respectively. The increase in net income as a percentage of revenues is primarily attributed to higher operating margins.

Six Months Ended June 30, 2009 Compared to Six Months Ended June 30, 2008

The following table sets forth, for the periods indicated, certain financial data expressed for the six months ended June 30:

(Dollars in thousands)

	2009	% of Revenues	2008	% of Revenues	Increase	% Increase
Revenues	$ 1,522,454	100.0%	$ 1,328,533	100.0%	$ 193,921	14.6%
Cost of revenues[1]	853,048	56.0	747,132	56.2	105,916	14.2
Selling, general and administrative expenses[2]	336,875	22.1	315,958	23.8	20,917	6.6
Depreciation and amortization expense	42,731	2.8	34,070	2.6	8,661	25.4
Income from operations	289,800	19.0%	231,373	17.4%	58,427	25.3
Other income (expense), net	14,855		14,553		302	2.1
Provision for income taxes	50,268		40,197		10,071	25.1
Net income	$ 254,387	16.7%	$ 205,729	15.5%	$ 48,658	23.7%

(1) Includes stock-based compensation expense of $8,209 in 2009 and $10,254 in 2008, and stock-based Indian fringe benefit tax expense of $379 in 2009 and $2,509 in 2008 and is exclusive of depreciation and amortization expense.

(2) Includes stock-based compensation expense of $11,940 in 2009 and $13,194 in 2008, and stock-based Indian fringe benefit tax expense of $1,833 in 2009 and $4,323 in 2008 and is exclusive of depreciation and amortization expense.

The following table includes non-GAAP income from operations, excluding stock-based compensation and stock-based Indian fringe benefit tax expense, a measure defined by the Securities and Exchange Commission as a non-GAAP financial measure. This non-GAAP financial measure is not based on any comprehensive set of accounting rules or principles and should not be considered a substitute for, or superior to, financial measures calculated in accordance with GAAP, and may be different from non-GAAP measures used by other companies. In addition, this non-GAAP measure, the financial statements prepared in accordance with GAAP and reconciliations of our GAAP financial statements to such non-GAAP measure should be carefully evaluated.

We seek to manage the company to a targeted operating margin, excluding stock-based compensation costs and stock-based Indian fringe benefit tax expense, of 19% to 20% of revenues. Accordingly, we believe that non-GAAP income from operations, excluding stock-based compensation costs and stock-based Indian fringe benefit tax expense, is a meaningful measure for investors to evaluate our financial performance. For our internal management reporting and budgeting purposes, we use financial statements that do not include stock-based compensation expense and stock-based Indian fringe benefit tax expense for financial and operational decision making, to evaluate period-to-period comparisons and for making comparisons of our operating results to those of our competitors. Moreover, because of varying available valuation methodologies and the variety of award types that companies can use under SFAS No. 123R, we believe that providing a non-GAAP financial measure that excludes stock-based compensation expense and stock-based Indian fringe benefit tax expense allows investors to make additional comparisons between our operating results and those of other companies. Accordingly, we believe that the presentation of non-GAAP income from operations when read in conjunction with our reported GAAP income from operations can provide useful supplemental information to our management and to investors regarding financial and business trends relating to our financial condition and results of operations.

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A limitation of using non-GAAP income from operations versus income from operations reported in accordance with GAAP is that non-GAAP income from operations, excludes costs, namely, stock-based compensation that is recurring and stock-based Indian fringe benefit tax expense which is expected to be abolished during the third quarter of 2009. Stock-based compensation expense will continue to be for the foreseeable future a significant recurring expense in our business. In addition, other companies may calculate non-GAAP financial measures differently than us, thereby limiting the usefulness of this non-GAAP financial measure as a comparative tool. We compensate for these limitations by providing specific information regarding the GAAP amounts excluded from non-GAAP income from operations and evaluating such non-GAAP financial measures with financial measures calculated in accordance with GAAP.

A reconciliation of income from operations as reported and non-GAAP income from operations, excluding stock-based compensation expense and stock-based Indian fringe benefit tax expense, is as follows for the six months ended June 30:

(Dollars in thousands)

	2009	% of Revenues	2008	% of Revenues
Income from operations, as reported	$ 289,800	19.0%	$ 231,373	17.4%
Add: stock-based compensation expense	20,149	1.3	23,448	1.8
Add: stock-based Indian fringe benefit tax expense	2,212	0.2	6,832	0.5
Non-GAAP income from operations, excluding stock-based compensation expense and stock-based Indian fringe benefit tax expense	$ 312,161	20.5%	$ 261,653	19.7%

The fringe benefit tax regulation in India obligates us to pay, upon exercise or distribution of shares under a stock-based compensation award, a non-income related tax on the appreciation of the award from date of grant to date of vest. There is no cash cost to us as we recover the cost of the Indian fringe benefit tax from the employee s proceeds from the award. Under U.S. GAAP, the stock-based Indian fringe benefit tax expense is required to be recorded as an operating expense and the related recovery of such tax from our employee is required to be recorded to stockholders equity as proceeds from a stock-based compensation award. In July 2009, the Indian government announced a repeal of the fringe benefit tax in its fiscal year ending March 2010 budget. This proposal has not been enacted into law at this time. If the proposed repeal is not ratified, our future operating results may experience volatility as a result of the timing of exercise or distribution of shares related to stock-based compensation awards to our employees who worked or are working in India.

Revenue. Revenue increased by 14.6%, or approximately $193.9 million, from approximately $1,328.5 million during the six months ended June 30, 2008 to approximately $1,522.5 million during the six months ended June 30, 2009. This increase is primarily attributed to greater acceptance of the on-site/offshore delivery model among an increasing number of industries, continued interest in using the on-site/offshore delivery model as a means to reduce overall IT costs, continued growth in North America and greater penetration in the Asian market. Revenue from customers existing as of June 30, 2008 increased by approximately $134.1 million and revenue from new customers added since June 30, 2008 was approximately $59.8 million or approximately 30.8% of the period over period revenue increase and 3.9% of total revenues for the six months ended June 30, 2009. In addition, revenue from North American customers for the six months ended June 30, 2009 increased by $164.6 million, over the comparable 2008 period. We had approximately 569 active clients as of June 30, 2009 as compared to 520 active clients as of June 30, 2008.

In addition, we experienced growth across all of our business segments for an increasingly broad range of services. Our Financial Services and Healthcare business segments accounted for approximately $57.3 million and $69.6 million, respectively, of the $193.9 million increase in revenue. Additionally, our IT consulting and technology services and IT outsourcing revenues increased by approximately 7.0% and 21.5%, respectively, compared to the six months ended June 30, 2008 and represented approximately 44.6% and 55.4%, respectively, of total revenues for the six months ended June 30, 2009. No customer accounted for sales in excess of 10% of revenues during the six months ended June 30, 2009 and 2008.

Cost of Revenues (Exclusive of Depreciation and Amortization Expense). Our cost of revenues consists primarily of the cost of salaries, stock-based compensation expense and related stock-based Indian fringe benefit tax expense, payroll taxes, benefits, immigration and project-related travel for technical personnel, the cost of subcontracting and the cost of sales commissions related to revenues. Our cost of revenues increased by 14.2%, or approximately $105.9 million, from approximately $747.1 million during the six months ended June 30, 2008 to approximately $853.0 million during the six months ended June 30, 2009. The increase was due primarily to higher compensation and benefits costs of approximately $98.9 million resulting from the increase in the number of our technical personnel partially offset by the depreciation of the Indian rupee and major European currencies versus the U.S. dollar.

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Selling, General and Administrative Expenses. Selling, general and administrative expenses consist primarily of salaries, stock-based compensation expense and the related stock-based Indian fringe benefit tax expense, employee benefits, travel, promotion, communications, management, finance, administrative and occupancy costs. Selling, general and administrative expenses, including depreciation and amortization, increased by 8.5%, or approximately $29.6 million, from approximately $350.0 million during the six months ended June 30, 2008 to approximately $379.6 million during the six months ended June 30, 2009, and decreased as a percentage of revenue from 26.3% to 24.9%. The decrease as a percentage of revenue was due primarily to the favorable impact of the depreciation of the Indian rupee versus the U.S. dollar, economies of scale driven by increased revenues that resulted from our expanded sales and marketing activities in the current and prior years that allowed us to leverage our cost structure over a larger organization, reductions in discretionary spending partially offset by an increase in depreciation and amortization expense and expenses related to the expansion of our infrastructure to support our revenue growth.

Income from Operations. Income from operations increased 25.3%, or approximately $58.4 million, from approximately $231.4 million during the six months ended June 30, 2008 to approximately $289.8 million during the six months ended June 30, 2009, representing operating margins of 17.4% and 19.0% of revenues, respectively. The operating margin increase was primarily due to the favorable impact of the depreciation of the Indian rupee versus the U.S. dollar and achieving operating efficiencies as a result of revenue growth outpacing our headcount growth partially offset by an increase in compensation costs and investments to grow our business. Excluding stock-based compensation expense and stock-based Indian fringe benefit tax expense of $22.4 million and $30.3 million, operating margin for the six months ended June 30, 2009 and June 30, 2008 was 20.5% and 19.7% of revenues, respectively.

The depreciation of the Indian rupee against the U.S. dollar favorably impacted our operating margin by approximately 284 basis points or 2.84 percentage points and was partially offset by compensation increases and investments to grow our business. We recently entered into several forward foreign exchange contracts to hedge certain salary payments in India. These hedges are intended to mitigate the volatility of the changes in the exchange rate between the U.S. dollar and the Indian rupee. At June 30, 2009, the notional value of these contracts was $568.0 million and the contracts are scheduled to mature over the next eighteen months.

Other Income (Expense), Net. Other income (expense), net consists primarily of foreign currency gains and (losses) and interest income. The following table sets forth, for the periods indicated, Other income (expense), net for the six months ended June 30:

(Dollars in thousands)

	2009	**2008**	**Increase/ (Decrease)**
Foreign currency exchange gains	$ 13,053	$ 3,392	$ 9,661
Gains (losses) on forward foreign exchange contracts	(3,943)		(3,943)
Interest income	5,092	11,084	(5,992)
Other income (expense), net	653	77	576
Total Other income (expense), net	$ 14,855	$ 14,553	$ 302

The foreign currency exchange gains of approximately $13.1 million are primarily attributed to (i) U.S. dollar denominated intercompany payables from our European subsidiaries to Cognizant India for services performed by Cognizant India on behalf of our European customers, and (ii) the remeasurement of the Indian rupee net monetary assets on Cognizant India s books to the U.S. dollar functional currency. The $3.9 million of losses on forward foreign exchange contracts are related to the change in fair value of forward foreign exchange contracts entered into to offset foreign currency exposure to Indian rupee denominated net monetary assets. The notional value of these undesignated hedges is $175.0 million. The $6.0 million decrease in interest income is due to lower average short-term interest rates during the first half of 2009 compared to the first half of 2008. The increase in other income (expense), net of $0.6 million primarily relates to the net change in fair value of our auction-rate securities and the related UBS Right.

Provision for Income Taxes. The provision for income taxes increased from approximately $40.2 million during the six months ended June 30, 2008 to approximately $50.3 million during the six months ended June 30, 2009. The effective income tax rate of 16.3% (16.2% excluding discrete items) for the six months ended June 30, 2008 increased to 16.5% for the six months ended June 30, 2009.

Net Income. Net income increased from approximately $205.7 million for the six months ended June 30, 2008 to approximately $254.4 million for the six months ended June 30, 2009, representing 15.5% and 16.7% of revenues, respectively. The increase in net income as a percentage of revenues is primarily attributed to a higher operating margin in 2009.

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Results by Business Segment

Our reportable segments are: Financial Services, which includes customers providing banking/transaction processing, capital markets and insurance services; Healthcare, which includes healthcare providers and payers as well as life sciences customers; Manufacturing/Retail/Logistics, which includes manufacturers, retailers, travel and other hospitality customers, as well as customers providing logistics services; and Other, which is an aggregation of industry operating segments which, individually, are less than 10% of consolidated revenues and segment operating profit. The Other segment includes media and information services, communications and high technology operating segments. Our sales managers, account executives, account managers and project teams are aligned in accordance with the specific industries they serve.

Our chief operating decision maker evaluates Cognizant s performance and allocates resources based on segment revenues and operating profit. Segment operating profit is defined as income from operations before unallocated costs. Generally, operating expenses for each operating segment have similar characteristics and are subject to the same factors, pressures and challenges. However, the economic environment and its effects on industries served by our operating groups may affect revenue and operating expenses to differing degrees. Expenses included in segment operating profit consist principally of direct selling and delivery costs as well as a per seat charge for use of the development centers. Certain expenses, such as general and administrative, and a portion of depreciation and amortization, are not specifically allocated to specific segments as management does not believe it is practical to allocate such costs to individual segments because they are not directly attributable to any specific segment. Further, stock-based compensation expense and the related stock-based India fringe benefit tax are not allocated to individual segments in internal management reports used by the chief operating decision maker. Accordingly, these expenses are separately disclosed as unallocated and are adjusted only against the total income from operations.

As of June 30, 2009, we had 569 active customers. Accordingly, we provide a significant volume of services to many customers in each of our business segments. Therefore, a loss of a significant customer or a few significant customers in a particular segment could materially reduce revenues for such segment. However, no individual customer exceeded 10% of our consolidated revenues for the periods ended June 30, 2009 and 2008, respectively. In addition, the services we provide to our larger customers are often critical to the operations of such customers and a termination of our services would require an extended transition period with gradual declining revenues.

Three Months Ended June 30, 2009 Compared to Three Months Ended June 30, 2008

Revenues from external customers and segment operating profit, before unallocated expenses, for the Financial Services, Healthcare, Manufacturing/Retail/Logistics and Other segments for the three months ended June 30, 2009 and 2008 are as follows:

(Dollars in thousands)

	June 30, 2009	June 30, 2008	Increase	%
Revenues:				
Financial Services	$ 332,548	$ 314,162	$ 18,386	5.9%
Healthcare	204,376	164,501	39,875	24.2
Manufacturing/Retail/Logistics	132,441	106,871	25,570	23.9
Other	107,227	99,893	7,334	7.3
Total Revenues	$ 776,592	$ 685,427	$ 91,165	13.3%
Segment Operating Profit:				
Financial Services	$ 115,297	$ 111,979	$ 3,318	3.0%
Healthcare	77,202	65,427	11,775	18.0
Manufacturing/Retail/Logistics	46,244	35,535	10,709	30.1
Other	37,307	33,742	3,565	10.6
Total Segment Operating Profit	$ 276,050	$ 246,683	$ 29,367	11.9%

Financial Services Segment

Revenue. Revenue increased by 5.9%, or approximately $18.3 million, from approximately $314.2 million during the three months ended June 30, 2008 to approximately $332.5 million during the three months ended June 30, 2009. The increase in revenue was primarily driven by continued expansion of existing customer relationships as well as revenue contributed by new customers. The increase in revenue from customers existing as of June 30, 2008 and customers added since such date was approximately $5.8 million and approximately $12.5 million, respectively. Within the segment, growth among our insurance customers increased revenue by approximately $15.8 million over the second quarter of last year. However, revenue growth was flat sequentially with the first quarter of 2009 due to overall weakness in the global economy and softness in the financial sector. Overall, the period-over-period increase can also be attributed to leveraging sales and marketing investments in this business segment as well as greater acceptance of the on-site/offshore IT services delivery model.

Segment Operating Profit. Segment operating profit increased 3.0%, or approximately $3.3 million, from approximately $112.0 million during the three months ended June 30, 2008 to approximately $115.3 million during the three months ended June 30, 2009. The increase in segment operating profit was attributable primarily to increased revenues and the impact of the depreciation of the Indian rupee versus the U.S. dollar, partially offset by additional headcount to support our revenue growth, continued investment in sales and marketing and wage inflation, primarily in India.

Healthcare Segment

Revenue. Revenue increased by 24.2%, or approximately $39.9 million, from approximately $164.5 million during the three months ended June 30, 2008 to approximately $204.4 million during the three months ended June 30, 2009. The increase in revenue was primarily driven by continued expansion of existing customer relationships as well as revenue contributed by new customers. The increase in revenue from customers existing as of June 30, 2008 and customers added since such date was approximately $32.9 million and approximately $7.0 million, respectively. Within the segment, growth was particularly strong among both of our life sciences and healthcare customers, where revenue increased by approximately $22.6 million and $17.3 million, respectively, over the second quarter of last year. The increase can also be attributed to leveraging sales and marketing investments in this business segment as well as greater acceptance of the on-site/offshore IT services delivery model.

Segment Operating Profit. Segment operating profit increased 18.0%, or approximately $11.8 million, from approximately $65.4 million during the three months ended June 30, 2008 to approximately $77.2 million during the three months ended June 30, 2009. The increase in segment operating profit was attributable primarily to increased revenues and the impact of the depreciation of the Indian rupee versus the U.S. dollar, partially offset by additional headcount to support our revenue growth, continued investment in sales and marketing and wage inflation, primarily in India.

Manufacturing/Retail/Logistics Segment

Revenue. Revenue increased by 23.9%, or approximately $25.5 million, from approximately $106.9 million during the three months ended June 30, 2008 to approximately $132.4 million during the three months ended June 30, 2009. The increase in revenue was driven by continued expansion of existing customer relationships as well as revenue contributed by new customers. The increase in revenue from customers existing as of June 30, 2008 and customers added since such date was approximately $19.1 million and approximately $6.4 million, respectively. Within the segment, growth was particularly strong among our retail/hospitality customers, where revenue increased approximately $21.0 million over the second quarter of last year. The increase can also be attributed to leveraging sales and marketing investments in this business segment as well as greater acceptance of the on-site/offshore IT services delivery model.

Segment Operating Profit. Segment operating profit increased 30.1%, or approximately $10.7 million, from approximately $35.5 million during the three months ended June 30, 2008 to approximately $46.2 million during the three months ended June 30, 2009. The increase in segment operating profit was attributable primarily to increased revenues, the impact of the depreciation of the Indian rupee versus the U.S. dollar and achieving operating efficiencies, including continued leverage on prior sales and marketing investments, partially offset by additional headcount to support our revenue growth and wage inflation, primarily in India.

Other Segment

Revenue. Revenue increased by 7.3%, or approximately $7.3 million, from approximately $99.9 million during the three months ended June 30, 2008 to approximately $107.2 million during the three months ended June 30, 2009. The increase in revenue was driven by continued expansion of customer relationships added since June 30, 2008 of $10.5 million and was partially offset by a decline of revenue from existing customers including the ramp down of a single client midway through 2008. Accordingly, revenue from existing customers as of June 30, 2008 decreased by $3.2 million. Within the Other segment, growth was particularly strong among our media and information services customers, where revenue increased by approximately $11.2 million over the second quarter of last year. The increase can also be attributed to leveraging sales and marketing investments in this business segment as well as greater acceptance of the on-site/offshore IT services delivery model.

Segment Operating Profit. Segment operating profit increased 10.6%, or approximately $3.6 million, from approximately $33.7 million during the three months ended June 30, 2008 to approximately $37.3 million during the three months ended June 30, 2009. The increase in segment operating profit was attributable primarily to increased revenues and achieving operating efficiencies, including continued leverage on prior sales and marketing investments, partially offset by additional headcount to support our revenue growth and wage inflation, primarily in India.

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Six Months Ended June 30, 2009 Compared to Six Months Ended June 30, 2008

Revenues from external customers and segment operating profit, before unallocated expenses, for the Financial Services, Healthcare, Manufacturing/Retail/Logistics and Other segments for the six months ended June 30, 2009 and 2008 are as follows:

(Dollars in thousands)

	June 30, 2009	June 30, 2008	Increase	%
Revenues:				
Financial Services	$ 663,890	$ 606,541	$ 57,349	9.5%
Healthcare	393,702	324,152	69,550	21.5
Manufacturing/Retail/Logistics	255,531	204,358	51,173	25.0
Other	209,331	193.482	15,849	8.2
Total Revenues	$ 1,522,454	$ 1,328,533	$ 193,921	14.6%
Segment Operating Profit:				
Financial Services	$ 228,683	$ 213,180	$ 15,503	7.3%
Healthcare	146,750	131,065	15,685	12.0
Manufacturing/Retail/Logistics	82,576	71,597	10,979	15.3
Other	70,107	69,331	776	1.1
Total Segment Operating Profit	$ 528,116	$ 485,173	$ 42,943	8.9%

Financial Services Segment

Revenue. Revenue increased by 9.5%, or approximately $57.3 million, from approximately $606.5 million during the six months ended June 30, 2008 to approximately $663.9 million during the six months ended June 30, 2009. The increase in revenue was primarily driven by continued expansion of existing customer relationships as well as revenue contributed by new customers. The increase in revenue from customers existing as of June 30, 2008 and customers added since such date was approximately $35.5 million and approximately $21.8 million, respectively. Within the segment, growth was strong among our insurance customers where revenue increased by approximately $36.9 million over the first six months of last year. Overall, the year-over-year increase can also be attributed to leveraging sales and marketing investments in this business segment as well as greater acceptance of the on-site/offshore IT services delivery model.

Segment Operating Profit. Segment operating profit increased 7.3%, or approximately $15.5 million, from approximately $213.2 million during the six months ended June 30, 2008 to approximately $228.7 million during the six months ended June 30, 2009. The increase in segment operating profit was attributable primarily to increased revenues and the impact of the depreciation of the Indian rupee versus the U.S. dollar, partially offset by additional headcount to support our revenue growth, continued investment in sales and marketing and wage inflation, primarily in India.

Healthcare Segment

Revenue. Revenue increased by 21.5%, or approximately $69.5 million, from approximately $324.2 million during the six months ended June 30, 2008 to approximately $393.7 million during the six months ended June 30, 2009. The increase in revenue was primarily driven by continued expansion of existing customer relationships as well as revenue contributed by new customers. The increase in revenue from customers existing as of June 30, 2008 and customers added since such date was approximately $57.8 million and approximately $11.7 million, respectively. Within the segment, growth was particularly strong among our life sciences customers, where revenue increased by approximately $41.4 million over the first six months of last year. The increase can also be attributed to leveraging sales and marketing investments in this business segment as well as greater acceptance of the on-site/offshore IT services delivery model.

Segment Operating Profit. Segment operating profit increased 12.0%, or approximately $15.7 million, from approximately $131.1 million during the six months ended June 30, 2008 to approximately $146.8 million during the six months ended June 30, 2009. The increase in segment operating profit was attributable primarily to increased revenues and the impact of the depreciation of the Indian rupee versus the U.S. dollar, partially offset by additional headcount to support our revenue growth, continued investment in sales and marketing and wage inflation, primarily in India.

Manufacturing/Retail/Logistics Segment

Revenue. Revenue increased by 25.0%, or approximately $51.1 million, from approximately $204.4 million during the six months ended June 30, 2008 to approximately $255.5 million during the six months ended June 30, 2009. The increase in revenue was driven by continued expansion of existing customer relationships as well as revenue contributed by new customers. The increase in revenue

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from customers existing as of June 30, 2008 and customers added since such date was approximately $41.7 million and approximately $9.4 million, respectively. Within the segment, growth was particularly strong among our retail and hospitality customers, where revenue increased by approximately $33.9 million over the first six months of last year. The increase can also be attributed to leveraging sales and marketing investments in this business segment as well as greater acceptance of the on-site/offshore IT services delivery model.

Segment Operating Profit. Segment operating profit increased 15.3%, or approximately $11.0 million, from approximately $71.6 million during the six months ended June 30, 2008 to approximately $82.6 million during the six months ended June 30, 2009. The increase in segment operating profit was attributable primarily to increased revenues and the impact of the depreciation of the Indian rupee versus the U.S. dollar, partially offset by additional headcount to support our revenue growth, continued investment in sales and marketing and wage inflation, primarily in India.

Other Segment

Revenue. Revenue increased by 8.2%, or approximately $15.8 million, from approximately $193.5 million during the six months ended June 30, 2008 to approximately $209.3 million during the six months ended June 30, 2009. The increase is driven by revenue from new customers added since as of June 30, 2008 of $16.9 million and was partially offset by a decline of revenue from existing customers including the ramp down of a single client midway through 2008. Accordingly, revenue from existing customers as of June 30, 2008 decreased by $1.1 million. Within the Other segment, growth was particularly strong among our media and information services customers, where revenue increased by approximately $18.9 million over the second quarter of last year. The increase can also be attributed to leveraging sales and marketing investments in this business segment as well as greater acceptance of the on-site/offshore IT services delivery model.

Segment Operating Profit. Segment operating profit increased 1.1%, or approximately $0.8 million, from approximately $69.3 million during the six months ended June 30, 2008 to approximately $70.1 million during the six months ended June 30, 2009. The increase in segment operating profit was attributable primarily to increased revenues and the impact of the depreciation of the Indian rupee versus the U.S. dollar, partially offset by additional headcount to support our revenue growth, continued investment in sales and marketing and wage inflation, primarily in India.

Liquidity and Capital Resources

At June 30, 2009, we had cash and cash equivalents and short-term investments of $983.2 million. We have used, and plan to use, such cash for: (i) expansion of existing operations, including our offshore IT development centers; (ii) continued development of new service lines; (iii) possible acquisitions of related businesses; (iv) possible formation of joint ventures; (v) stock repurchases and (vi) general corporate purposes, including working capital. As of June 30, 2009, we had working capital of approximately $1,373.8 million. Accordingly, we do not anticipate any near-term liquidity issues.

Net cash provided by operating activities was approximately $226.3 million during the six months ended June 30, 2009 as compared to approximately $97.0 million during the six months ended June 30, 2008. The increase is primarily attributed to the increase in net income in 2009 and efficiencies in the deployment of working capital required to support our revenue growth. Trade accounts receivable increased from approximately $517.5 million at December 31, 2008 to approximately $553.1 million at June 30, 2009. Unbilled accounts receivable increased from approximately $62.2 million at December 31, 2008 to approximately $82.8 million at June 30, 2009. The increase in trade accounts receivable and unbilled receivables as of June 30, 2009 as compared to December 31, 2008 was primarily due to increased revenues and a higher number of days of sales outstanding. We monitor turnover, aging and the collection of accounts receivable through the use of management reports that are prepared on a customer basis and evaluated by our finance staff. At June 30, 2009, our days of sales outstanding, including unbilled receivables, were approximately 74.5 days as compared to 70.8 days at December 31, 2008 and 77.4 days as of June 30, 2008.

Our investing activities used net cash of approximately $120.4 million during the six months ended June 30, 2009 as compared to providing net of cash of approximately $25.7 million during the six months ended June 30, 2008. The decrease in net cash from investing activities primarily relates to a decrease in net redemptions of investments in 2009 partially offset by decreased capital expenditure spending and decreased payments for acquisitions.

Our financing activities provided net cash of approximately $10.1 million during the six months ended June 30, 2009 as compared to providing approximately $55.4 million during the six months ended June 30, 2008. The decrease relates to lower levels of proceeds from employee stock-based compensation arrangements and the repurchase of approximately $13.5 million of our common stock during 2009.

As of June 30, 2009, our short-term and long-term investments totaled $283.6 million and included $6.0 million in short-term and $136.1 million in long-term of AAA/A3-rated auction-rate municipal debt securities that are collateralized by debt obligations supported by student loans, substantially backed by the FFELP. In addition, the remainder of our long-term investments included $24.7 million of an auction-rate securities related UBS Right discussed below. Since February 14, 2008, auctions failed for all the auction-rate securities still in our portfolio as of June 30, 2009. We believe that the failed auctions experienced to date are not a result of the deterioration of the underlying credit quality of the securities and we continue to earn and receive interest on the auction-rate municipal debt securities at a pre-determined formula with spreads tied to particular interest rate indices. All of the auction-rate municipal debt securities held by us are callable by the issuer at par.

In November 2008, we accepted an offer from UBS AG (UBS) to sell to UBS, at par value, our auction-rate securities at any time during an exercise period from June 30, 2010 to July 2, 2012, which we refer to as the UBS Right. In accepting the UBS Right, we granted UBS the authority to purchase these auction-rate securities or sell them on our behalf at par any time after the execution of the UBS Right through July 2, 2012. The offer is non-transferable. During the first six months of 2009, approximately $1.4 million of the auction-rate securities were redeemed at par value. At June 30, 2009, the par value of the auction-rate securities held by us was $167.2 million.

Based on our expected operating cash flows, and our other sources of cash, we do not anticipate the potential lack of liquidity on these investments will affect our ability to execute current and planned operations and needs for at least the next 12 months. If a liquidity event does not occur prior to the exercise period under the UBS Right, we expect to obtain liquidity through the UBS Right. If UBS is unable to honor its obligations under the UBS Right, we believe we will be able to ultimately recover our investment in auction-rate municipal debt securities due to: (i) the strength of the underlying collateral, substantially backed by FFELP, and (ii) the AAA/A3 credit rating of the securities held by us. However, it could take until the final maturity of the underlying security (up to 32 years) to realize our investments recorded value.

Our ability to expand and grow our business in accordance with current plans, to make acquisitions and form joint ventures and to meet our long-term capital requirements beyond a 12-month period will depend on many factors, including the rate, if any, at which our cash flow increases, our ability and willingness to accomplish acquisitions and joint ventures with capital stock, our continued intent not to repatriate earnings from India, and the availability of public and private debt and equity financing. We cannot be certain that additional financing, if required, will be available on terms favorable to us, if at all. We expect our operating cash flow and cash and cash equivalents to be sufficient to meet our operating requirements for the next twelve months.

Commitments and Contingencies

Our current India real estate development program now includes planned construction of approximately 4.5 million square feet of new space. The expanded program, which commenced during the quarter ended March 31, 2007, includes the expenditure of approximately $330.0 million on land acquisition, facilities construction and furnishings to build new state-of-the-art IT development centers in regions primarily designated as SEZs located in India. As of June 30, 2009, we had outstanding fixed capital commitments of approximately $56.1 million related to our India development center expansion program.

During December 2008, our Board of Directors authorized a program to repurchase $50.0 million of our Class A common stock. This authorization expires in December 2009 and we purchased $12.4 million of shares during the six months ended June 30, 2009 under this program. These purchases and any future repurchases under this program will be funded from a combination of cash on hand and cash flows from operations.

In connection with a 2008 acquisition, additional purchase price not to exceed $14.0 million, payable in 2010, is contingent on the acquired company achieving certain financial and operating targets during an earn-out period. We will fund such payment, if any, from operating cash flow. The ultimate amount payable cannot be predicted with reasonable certainty because the amount is dependent on future results of operations of the acquired business. In accordance with SFAS No. 141, Business Combinations (SFAS No. 141), we have not recorded a liability for this item on our balance sheet because the definitive amount is not determinable or distributable. The contingent consideration, if paid, will be recorded as an additional element of the cost of the acquired company.

We are involved in various claims and legal actions arising in the ordinary course of business. In the opinion of management, the outcome of such claims and legal actions, if decided adversely, is not expected to have a material adverse effect on our quarterly or annual operating results, cash flows, or consolidated financial position. Additionally, many of our engagements involve projects that are critical to the operations of our customers businesses and provide benefits that are difficult to quantify. Any failure in a customer s computer systems or an unauthorized disclosure of sensitive or confidential client or customer data could result in a claim for substantial damages against us, regardless of our responsibility for such failure or unauthorized disclosure. Although we attempt to contractually limit our liability for damages arising from negligent acts, errors, mistakes, or omissions in rendering our application design, development and maintenance services, there can be no assurance that the limitations of liability set forth in our contracts will be enforceable in all instances or will otherwise protect us from liability for damages. Although we have general liability insurance coverage, including coverage for errors or omissions, there can be no assurance that such coverage will continue to be available on reasonable terms or will be sufficient in amount to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. The successful assertion of one or more large claims against us that exceed available insurance coverage or changes in our insurance policies, including premium increases or the imposition of large deductible or co-

insurance requirements, could have a material adverse effect on our quarterly and annual operating results, financial position and cash flows.

Foreign Currency Risk

Overall, we believe that we have limited revenue risk resulting from movement in foreign currency exchange rates as approximately 79.8% of our revenues for the six months ended June 30, 2009 were generated from customers located in North America. However, a portion of our costs in India, representing approximately 26.6% of our global operating costs for the six months ended June 30, 2009, are denominated in the Indian rupee and are subject to foreign exchange rate fluctuations. These foreign exchange rate fluctuations have an impact on our results of operations. In addition, a portion of our balance sheet is exposed to foreign exchange rate fluctuations, which may result in non-operating foreign currency gains or losses upon remeasurement. For the first six months ended June 30, 2009, we reported foreign currency gains of approximately $13.1 million, which are primarily attributed to the remeasurement of (i) U.S. dollar denominated intercompany payables from our European subsidiaries to Cognizant India for services performed by Cognizant India on behalf of our European customers and (ii) Indian rupee net monetary assets on Cognizant India s books to the U.S. dollar functional currency. On an ongoing basis, we manage this risk by using balance sheet hedges, specifically forward foreign exchange contracts and limiting our net monetary asset exposure to the Indian rupee in our Indian subsidiaries.

During December 2008 and the first six months of 2009, we entered into a series of forward foreign exchange contracts that are designated as cash flow hedges of certain salary payments in India. Cognizant India converts U.S. dollar receipts from intercompany billings to Indian rupees to fund local expenses, including salaries. These U.S. dollar / Indian rupee hedges are intended to partially offset the impact of movement of exchange rates on future operating costs. As of June 30, 2009, the notional value of these contracts was $568.0 million and the fair value of these contracts was a net asset of $7.9 million. These contracts are scheduled to mature over the next eighteen months. For the three and six months June 30, 2009, we reported income of $2.0 million and $0.7 million, respectively, on these derivative contracts.

We also use foreign currency forward contracts, which have not been designated as hedges under SFAS No. 133, to hedge balance sheet exposure to Indian rupee denominated net monetary assets. These hedges are intended to offset the foreign currency gains or losses upon the remeasurement of the underlying Indian rupee denominated net monetary assets. During the second quarter of 2009, we entered into a series of forward foreign exchange contracts to buy U.S. dollars and sell Indian rupees. At June 30, 2009, the notional value of outstanding (unsettled) contracts was $175.0 million and the fair value of these contracts was a liability of $3.9 million. For the three and six months June 30, 2009, we reported a loss of $3.9 million on these derivative contracts.

There were no other off-balance sheet transactions, arrangements or other relationships with unconsolidated entities or other persons as of June 30, 2009 that would have affected our liquidity or the availability of or requirements for capital resources.

Recent Accounting Pronouncements

See Note 9 to our condensed consolidated financial statements for additional information.

Effects of Inflation

Our most significant costs are the salaries and related benefits for our programming staff and other professionals. Competition in India, the United States and Europe for professionals with advanced technical skills necessary to perform our services offered have caused wages to increase at a rate greater than the general rate of inflation. As with other IT service providers, we must adequately anticipate wage increases, particularly on our fixed-price contracts. There can be no assurance that we will be able to recover cost increases through increases in the prices that we charge for our services in the United States and elsewhere. We have experienced wage inflation in India in the previous years. However, in 2009 we expect wage inflation in India to be negligible. Indian wages represented less than 20% of our total operating expenses for the six months ended June 30, 2009.

Forward Looking Statements

The statements contained in this Quarterly Report on Form 10-Q that are not historical facts are forward-looking statements (within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended) that involve risks and uncertainties. Such forward-looking statements may be identified by, among other things, the use of forward-looking terminology such as believes, expects, may, will, could, would, plan, estimate, predict, potential, continue, should or anticipates or the negative thereof or other variations thereon or comparable terminology, discussions of strategy that involve risks and uncertainties. From time to time, we or our representatives have made or may make forward-looking statements, orally or in writing. Such forward-looking statements may be included in various filings made by us with the Securities and Exchange Commission, or press releases or oral statements made by or with the approval of one of our authorized executive officers. These forward-looking statements, such as statements regarding anticipated future revenues, earnings, capital expenditures and other statements regarding matters that are not historical facts, involve predictions. Our actual results, performance or achievements could differ materially from the results expressed in, or implied by, these forward-looking statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable

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securities laws. There are a number of important factors that could cause our results to differ materially from those indicated by such forward-looking statements. These factors include those set forth in Part II, Item 1A. Risk Factors .

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to foreign currency exchange rate risk in the ordinary course of doing business as we transact or hold a portion of our funds in foreign currencies, particularly the Indian rupee. Accordingly, we periodically evaluate the need for hedging strategies, including the use of derivative financial instruments, to mitigate the effect of foreign currency fluctuations and may use such instruments in the future to reduce foreign currency exposure to appreciation or depreciation in the value of certain foreign currencies. All hedging transactions are authorized and executed pursuant to regularly reviewed policies and procedures.

During the first six months of 2009, we entered into a series of forward foreign exchange contracts that are designated as cash flow hedges of certain salary payments in India. Cognizant India converts U.S. dollar receipts from intercompany billings to Indian rupees to fund local expenses, including salaries. These U.S. dollar / Indian rupee hedges are intended to partially offset the impact of movement of exchange rates on future operating costs. As of June 30, 2009, the notional values of these contracts was $568.0 million and are scheduled to mature over the next eighteen months. At June 30, 2009, the fair value of these outstanding foreign exchange forward contracts was a net asset of $7.9 million.

During the second quarter of 2009, we entered into a series of forward foreign exchange contracts which have not been designated as hedges under SFAS No. 133, to hedge balance sheet exposure to Indian rupee denominated net monetary assets. These hedges are intended to offset the foreign currency gains or losses upon the remeasurement of the underlying Indian rupee denominated net monetary assets. At June 30, 2009, the notional value of outstanding (unsettled) contracts was $175.0 million and the fair value of these contracts was a liability of $3.9 million.

Based upon a sensitivity analysis of our forward foreign exchange contracts at June 30, 2009, which estimates the fair value of the contracts based upon market exchange rate fluctuations, a 10% change in the foreign currency exchange rate against the U.S. dollar with all other variables held constant would have resulted in a change in the fair value of approximately $75 million.

There were no other off-balance sheet transactions, arrangements or other relationships with unconsolidated entities or other persons at June 30, 2009 that would have affected our liquidity or the availability of or requirements for capital resources.

We do not believe we are exposed to material direct risks associated with changes in interest rates other than with our cash and cash equivalents and short-term and long-term investments. As of June 30, 2009, we had approximately $1,144.0 million of cash and cash equivalents and short-term and long-term investments most of which are impacted almost immediately by changes in short-term interest rates. We limit our credit risk by investing primarily in AAA/Aaa or A1/P1 rated securities as rated by Moody s, Standard & Poor s and Fitch rating services and restricting amounts that can be invested with any single issuer.

As of June 30, 2009, our short-term and long-term investments totaled $283.6 million and included $6.0 million in short-term and $136.1 million in long-term of AAA/A3-rated auction-rate municipal debt securities that are collateralized by debt obligations supported by student loans, substantially backed by the FFELP. In addition, the remainder of our long-term investments included $24.7 million of an auction-rate related UBS Right discussed below. Since February 14, 2008, auctions failed for all the auction-rate securities still in our portfolio as of June 30, 2009. We believe that the failed auctions experienced to date are not a result of the deterioration of the underlying credit quality of the securities and we continue to earn and receive interest on the auction-rate municipal debt securities at a pre-determined formula with spreads tied to particular interest rate indices. All of the auction-rate municipal debt securities held by us are callable by the issuer at par.

In November 2008, we accepted an offer from UBS to sell to UBS, at par value our auction-rate securities at any time during an exercise period from June 30, 2010 to July 2, 2012, which we refer to as the UBS Right. In accepting the UBS Right, we granted UBS the authority to purchase these auction-rate securities or sell them on our behalf at par anytime after the execution of the UBS Right through July 2, 2012. The offer is non-transferable. At June 30, 2009, we valued the UBS Right under the fair value option of SFAS No. 159 at $24.7 million. During the first six months of 2009, approximately $1.4 million of auction rate securities were redeemed at par value.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures and Changes in Internal Control over Financial Reporting

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of June 30, 2009. Based on this evaluation, our chief executive officer and chief financial officer concluded that, as of June 30, 2009, our disclosure controls and procedures were (1) effective in that they were designed to ensure that material information relating to us, including our consolidated subsidiaries, is made known to our chief executive officer and chief financial officer by others within those entities, as appropriate, to allow timely decisions regarding required disclosures, and (2) effective in that they provide reasonable assurance that

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information required to be disclosed by us in our reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms.

No changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the fiscal quarter ended June 30, 2009 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1A. Risk Factors.
Factors That May Affect Future Results

In addition to the risks and uncertainties described elsewhere in this Quarterly Report on Form 10-Q, if any of the following risks occur, our business, financial condition, results of operations or prospects could be materially adversely affected. In such case, the trading price of our Common Stock could decline.

A substantial portion of our assets and operations are located in India and we are subject to regulatory, economic political and other uncertainties in India.

We intend to continue to develop and expand our offshore facilities in India where a majority of our technical professionals are located. While wage costs are lower in India than in the United States and other developed countries for comparably skilled professionals, wages in India have historically increased at a faster rate than in the United States. Although we expect wage inflation in India to be negligible this year, there is no assurance that in future periods competition for skilled professionals in India will not drive salary increases in India thereby resulting in increased costs for our technical professionals and reduced operating margins.

India has also recently experienced civil unrest and terrorism and has been involved in conflicts with neighboring countries. In recent years, there have been military confrontations between India and Pakistan that have occurred in the region of Kashmir and along the India-Pakistan border. The potential for hostilities between the two countries has been high in light of tensions related to recent terrorist incidents in India and the unsettled nature of the regional geopolitical environment, including events in and related to Afghanistan and Iraq. If India were to become engaged in armed hostilities, particularly if these hostilities were protracted or involved the threat of or use of weapons of mass destruction, our operations would be materially adversely affected. In addition, companies may decline to contract with us for services in light of international terrorist incidents or armed hostilities even where India is not involved because of more generalized concerns about relying on a service provider utilizing international resources.

In the past, the Indian economy has experienced many of the problems confronting the economies of developing countries, including high inflation, erratic gross domestic product growth and shortages of foreign exchange. The Indian government has exercised and continues to exercise significant influence over many aspects of the Indian economy, and Indian government actions concerning the economy could have a material adverse effect on private sector entities, including us. In the past, the Indian government has provided significant tax incentives and relaxed certain regulatory restrictions in order to encourage foreign investment in specified sectors of the economy, including the software development services industry. Programs that have benefited us include, among others, tax holidays, liberalized import and export duties and preferential rules on foreign investment and repatriation. Notwithstanding these benefits, India s central and state governments remain significantly involved in the Indian economy as regulators. In recent years, the Indian government has introduced non-income related taxes, including the fringe benefit tax and new service taxes, and income-related taxes, including the Minimum Alternative Tax. A change in government leadership in India or change in polices of the existing government in India that results in the elimination of any of the benefits realized by us from our Indian operations or the imposition of new taxes could have a material adverse effect on our business, results of operations and financial condition.

In addition, the emergence of a widespread health emergency or pandemic could create economic or financial disruption that could negatively affect our revenue and operations or impair our ability to manage our business in certain parts of the world.

Our revenues are highly dependent on clients primarily located in the United States and Europe, as well as on clients concentrated in certain industries, including the financial services industry. Continuing or worsening economic conditions or factors that negatively affect the economic health of the United States, Europe or these industries may adversely affect our business.

Approximately 79.8% of our revenues during the first six months of June 30, 2009 were derived from customers located in North America. In the same period, approximately 18.0% of our revenues were derived from customers located in Europe. If the United States or European economy continues to weaken or slow and conditions in the financial markets continue to deteriorate, pricing for our services may be depressed and our customers may reduce or postpone their technology spending significantly, which may in turn lower the demand for our services and negatively affect our revenues and profitability. Additionally, any prolonged recession in the United States and Europe could have an adverse impact on our revenues because a large portion of our revenues are derived from the United States and Europe. In addition, during the six months ended June 30, 2009, we earned approximately 43.6% of our revenues from the financial services and insurance industries. The current crisis in the financial services industry and significant consolidation in that industry, or decrease in growth or consolidation in other industry segments on which we focus, may reduce the demand for our services and negatively affect our revenues and profitability.

Our international sales and operations are subject to many uncertainties.

Revenues from customers outside North America represented approximately 20.2% of our revenues for the six months ended June 30, 2009. We anticipate that revenues from customers outside North America will continue to account for a material portion of our revenues in the foreseeable future and may increase as we expand our international presence, particularly in Europe and the Asia Pacific region. In addition, the majority of our employees and our IT development centers are located in India. As a result, we may be subject to risks associated with international operations, including risks associated with foreign currency exchange rate fluctuations, which may cause volatility in our reported income, and risks associated with the application and imposition of protective legislation and regulations relating to import or export or otherwise resulting from foreign policy or the variability of foreign economic conditions. From time to time, we may engage in hedging transactions to mitigate our risks relating to exchange rate fluctuations. The use of hedging contracts is intended to mitigate or reduce transactional level volatility in the results of our foreign operations, but does not completely eliminate volatility and risk. In addition, use of hedging contracts includes the risk of non-performance by the counterparty. Additional risks associated with international operations include difficulties in enforcing intellectual property rights, the burdens of complying with a wide variety of foreign laws, potentially adverse tax consequences, tariffs, quotas and other barriers and potential difficulties in collecting accounts receivable. In addition, we may face competition in other countries from companies that may have more experience with operations in such countries or with international operations. We may also face difficulties integrating new facilities in different countries into our existing operations, as well as integrating employees that we hire in different countries into our existing corporate culture. Our international expansion plans may not be successful and we may not be able to compete effectively in other countries. There can be no assurance that these and other factors will not have a material adverse effect on our business, results of operations and financial condition.

Our operating results may be adversely affected by fluctuations in the Indian rupee and other foreign currency exchange rates.

Although we report our operating results in U.S. dollars, a portion of our revenues and expenses are denominated in currencies other than the U.S. dollar. Fluctuations in foreign currency exchange rates can have a number of adverse effects on us. Because our consolidated financial statements are presented in U.S. dollars, we must translate revenues, expenses and income, as well as assets and liabilities, into U.S. dollars at exchange rates in effect during or at the end of each reporting period. Therefore, changes in the value of the U.S. dollar against other currencies will affect our revenues, income from operations, other income (expense), net and the value of balance-sheet items originally denominated in other currencies. During the six months ended June 30, 2009, the depreciation of the Indian rupee versus the U.S. dollar favorably impacted our operating margins by 284 basis points or 2.84 percentage points as compared to 2008. Additionally, we recorded foreign currency gains of $13.1 million during the six months ended June 30, 2009 primarily due to remeasurement of certain balance sheet accounts for movements in foreign currency rates, primarily the strengthening of the U.S. dollar against the British pound, euro and Indian rupee. There is no guarantee that our financial results will not be adversely affected by currency exchange rate fluctuations or that any efforts by us to engage in currency hedging activities would be effective. In addition, in some countries we could be subject to strict restrictions on the movement of cash and the exchange of foreign currencies, which could limit our ability to use this cash across our global operations. Finally, as we continue to leverage our global delivery model, more of our expenses are incurred in currencies other than those in which we bill for the related services. An increase in the value of certain currencies, such as the Indian rupee, against the U.S. dollar could increase costs for delivery of services at offshore sites by increasing labor and other costs that are denominated in local currency.

Our operating results may be adversely affected by our use of derivative financial instruments.

We have entered into series of forward foreign exchange contracts that are designated as cash flow hedges of certain salary payments in India. These contracts are intended to partially offset the impact of the movement of the exchange rates on future operating costs. In addition, we also entered into forward foreign exchange contracts in order to mitigate foreign currency risk on Indian rupee denominated net monetary assets. The hedging strategies that we have implemented or may implement to mitigate foreign currency risks may not reduce or completely offset our exposure to foreign exchange fluctuations and may expose our business to unexpected market, operational and counterparty credit risks. Accordingly, we may incur losses from our use of derivative financial instruments that could have a material adverse affect on our business, results of operations and financial condition.

We face intense competition from other IT service providers.

The intensely competitive IT professional services market includes a large number of participants and is subject to rapid change. This market includes participants from a variety of market segments, including:

- systems integration firms;

contract programming companies;

application software companies;

- Internet solutions providers;

- professional services groups of computer equipment companies; and

- infrastructure management and outsourcing companies.

The market also includes numerous smaller local competitors in the various geographic markets in which we operate. Our direct competitors who use the on-site/offshore business model include, among others, Infosys Technologies, Tata Consultancy Services and Wipro. In addition, many of our competitors have significantly greater financial, technical and marketing resources and greater name recognition. Some of these larger competitors, such as Accenture, Electronic Data Systems (recently acquired by Hewlett-Packard Company) and IBM Global Services, have offshore operations. We cannot assure you that we will be able to sustain our current levels of profitability or growth as competitive pressures, including competition for skilled IT development professionals and pricing pressure from competitors employing an on-site/offshore business model, increase.

We may not be able to sustain our current level of profitability.

For the six months ended June 30, 2009 and the year ended December 31, 2008, we had an operating margin of 19.0% and 18.3%, respectively. However, our operating margins have declined from our historical levels as a result of the adoption on January 1, 2006 of Statement of Financial Accounting Standard (SFAS) No. 123R, Share-Based Payment, which requires us to record stock compensation expense for equity-based compensation awards, primarily stock option grants by us, in our consolidated statement of operations effective January 1, 2006. In addition, effective April 1, 2007, the government in India imposed a fringe benefit tax on the company for the income generated upon the exercise of stock options or vesting of performance stock units and restricted stock units for employees who worked in India during the vesting period for such award. Although we recover the fringe benefit tax from the employee s proceeds upon sale or vesting of the stock-based compensation award, we are required under U.S. GAAP to record the fringe benefit tax as an operating expense, reducing our profitability, while the recovery of the fringe benefit tax by us from the employee is reported as an addition to additional paid-in capital. In July 2009, the Indian government announced a repeal of the fringe benefit tax in its fiscal year ending March 2010 budget. This proposal has not been enacted into law at this time. If the proposed repeal is not ratified, our future operating results may experience volatility as a result of the timing of exercise or distribution of shares related to stock-based compensation awards to our employees who worked or are working in India. Our operating margin may decline further if we experience declines in demand and pricing for our services, imposition of new non-income related taxes or due to adverse fluctuations in foreign currency exchange rates. In addition, historically, wages in India increased at a faster rate than in the United States. Additionally, the number and type of equity-based compensation awards and the assumptions used in valuing equity-based compensation awards may change resulting in increased stock compensation expense and lower margins. Although we have historically been able to partially offset wage increases and foreign currency fluctuations through further leveraging the scale of our operating structure, obtaining price increases, and issuing a lower number of stock options and other equity-based compensation awards in proportion to our overall headcount, we cannot assure you that we will be able to continue to do so in the future.

Our business will suffer if we fail to develop new services and enhance our existing services in order to keep pace with the rapidly evolving technological environment.

The IT services market is characterized by rapid technological change, evolving industry standards, changing customer preferences and new product and service introductions. Our future success will depend on our ability to develop solutions that keep pace with changes in the IT services market. We cannot assure you that we will be successful in developing new services addressing evolving technologies on a timely or cost-effective basis or, if these services are developed, that we will be successful in the marketplace. In addition, we cannot assure you that products, services or technologies developed by others will not render our services non-competitive or obsolete. Our failure to address these developments could have a material adverse effect on our business, results of operations and financial condition.

Our ability to remain competitive will also depend on our ability to design and implement, in a timely and cost-effective manner, solutions for customers that both leverage their legacy systems and appropriately utilize newer technologies such as Web 2.0 models, software-as-a-service, and service oriented architectures. Our failure to design and implement solutions in a timely and cost-effective manner could have a material adverse effect on our business, results of operations and financial condition.

We may face difficulties in providing end-to-end business solutions for our clients that could cause clients to discontinue their work with us, which in turn could harm our business.

We have been expanding the nature and scope of our engagements and have added new service offerings, such as IT consulting, business process outsourcing, systems integration and outsourcing of entire portions of IT infrastructure. The success of these service offerings is dependent, in part, upon continued demand for such services by our existing and new clients and our ability to meet this demand in a cost-competitive and effective manner. In addition, our ability to effectively offer a wider breadth of end-to-end business solutions depends on our ability to attract existing or new clients to these service offerings. To obtain engagements for such end-to-end solutions, we also are more likely to compete with large, well-established international consulting firms, resulting in increased competition and marketing costs. Accordingly, we cannot be certain that our new service offerings will effectively meet client needs or that we will be able to attract existing and new clients to these service offerings.

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The increased breadth of our service offerings may result in larger and more complex projects with our clients. This will require us to establish closer relationships with our clients and a thorough understanding of their operations. Our ability to establish such relationships will depend on a number of factors, including the proficiency of our IT professionals and our management personnel. Our failure to understand our client requirements or our failure to deliver services which meet the requirements specified by our clients could result in termination of client contracts, and we could be liable to our clients for significant penalties or damages.

Larger projects may involve multiple engagements or stages, and there is a risk that a client may choose not to retain us for additional stages or may cancel or delay additional planned engagements. These terminations, cancellations or delays may result from the business or financial condition of our clients or the economy generally, as opposed to factors related to the quality of our services. Such cancellations or delays make it difficult to plan for project resource requirements, and inaccuracies in such resource planning may have a negative impact on our profitability.

Our results of operations may be affected by the rate of growth in the use of technology in business and the type and level of technology spending by our clients.

Our business depends in part upon continued growth in the use of technology in business by our clients and prospective clients and their customers and suppliers. In challenging economic environments, our clients may reduce or defer their spending on new technologies in order to focus on other priorities. At the same time, many companies have already invested substantial resources in their current means of conducting commerce and exchanging information, and they may be reluctant or slow to adopt new approaches that could disrupt existing personnel, processes and infrastructures. If the growth of use of technology in business or our clients spending on technology in business declines, or if we cannot convince our clients or potential clients to embrace new technology solutions, our results of operations could be adversely affected.

Competition for highly skilled technical personnel is intense and the success of our business depends on our ability to attract and retain highly skilled professionals.

Our future success will depend to a significant extent on our ability to attract, train and retain highly skilled IT development professionals. In particular, we need to attract, train and retain project managers, IT engineers and other senior technical personnel. We believe there is a shortage of, and significant competition for, IT development professionals in the United States, Europe and India with the advanced technological skills necessary to perform the services we offer. We have subcontracted, to a limited extent in the past, and may do so in the future, with other service providers in order to meet our obligations to our customers. Our ability to maintain and renew existing engagements and obtain new business will depend, in large part, on our ability to attract, train and retain technical personnel with the skills that keep pace with continuing changes in information technology, evolving industry standards and changing customer preferences. Further, we must train and manage our growing work force, requiring an increase in the level of responsibility for both existing and new management personnel. We cannot assure you that the management skills and systems currently in place will be adequate or that we will be able to train and assimilate new employees successfully. Our failure to attract, train and retain current or future employees could have a material adverse effect on our business, results of operations and financial condition.

Our growth may be hindered by immigration restrictions.

Our future success will depend on our ability to attract and retain employees with technical and project management skills from developing countries, especially India. The vast majority of our IT professionals in the United States and in Europe are Indian nationals. The ability of Indian nationals to work in the United States and Europe depends on their ability and our ability to obtain the necessary visas and work permits.

The H-1B visa classification enables U.S. employers to hire qualified foreign workers in positions that require an education at least equal to a four-year bachelor degree in the United States in specialty occupations such as IT systems engineering and systems analysis. The H-1B visa usually permits an individual to work and live in the United States for a period of up to six years. Under certain circumstances, H-1B visa extensions after the six-year period may be available. There is a limit on the number of new H-1B petitions that United States Citizenship and Immigration Services, or CIS, one of the successor agencies to the Immigration and Naturalization Service, may approve in any federal fiscal year, and in years in which this limit is reached, we may be unable to obtain H-1B visas necessary to bring foreign employees to the United States. Currently, the limit is 65,000 for holders of United States or United States-equivalent bachelor degrees (the general cap), and an additional 20,000 for holders of advanced degrees from United States post-secondary educational institutions. As of July 30, 2009, when CIS last provided updated information on fiscal year 2010 H-1B petition filings under the caps, CIS had not reached its general cap, or its cap for United States advanced degree holders for fiscal year 2010. CIS has continued to accept petitions as of July 30, 2009. In recent months, CIS has become increasingly restrictive in its adjudication of H-1B petitions, and as a result, the rate of refusals of initial H-1B petitions and of extensions is expected to increase. We will be able to file H-1B petitions with CIS against the fiscal year 2011 caps beginning April 1, 2010 for work in H-1B status beginning on October 1, 2011. As a part of our advanced planning process, we believe that we have sufficient employees visa-ready to

meet our anticipated business growth in the current year. In addition, there are strict labor regulations associated with the H-1B visa classification. Larger users of the H-1B visa program are often subject to investigations by the Wage and Hour Division of the United States Department of Labor. A finding by the United States Department of Labor of willful or substantial failure by us to comply with existing regulations on the H-1B classification may result in back-pay liability, substantial fines, and/or a ban on future use of the H-1B program and other immigration benefits.

We also regularly transfer employees from India to the United States to work on projects and at client sites using the L-1 visa classification. The L-1 visa allows companies abroad to transfer certain managers, executives and employees with specialized company knowledge to related United States companies such as a parent, subsidiary, affiliate, joint venture, or branch office. We have an approved Blanket L Program, under which the corporate relationships of our transferring and receiving entities have been pre-approved by CIS, thus enabling individual L-1 visa applications to be presented directly to a visa-issuing United States consular post abroad rather than undergoing the pre-approval process through CIS in the United States. In recent years, both the United States consular posts that review initial L-1 applications and CIS, which adjudicates petitions for initial grants and extensions of L-1 status, have become increasingly restrictive with respect to this category. As a result, the rate of refusals of initial L-1 petitions and of extensions has increased. In addition, even where L-1 visas are ultimately granted and issued, security measures undertaken by United States consular posts around the world have delayed visa issuances. Our inability to bring qualified technical personnel into the United States to staff on-site customer locations would have a material adverse effect on our business, results of operations and financial condition.

On December 8, 2004, President Bush signed the L-1 Visa Reform Act, which was part of the fiscal year 2005 Omnibus Appropriations Act (Public Law 108-447 at Division J, Title IV). This legislation contained several important changes to the laws governing L-1 visa holders. All of the changes took effect on June 8, 2005. Under one provision of the new law, all L-1 applicants, including those brought to the United States under a Blanket L Program, must have worked abroad with the related company for one full year in the prior three years. The provision allowing Blanket L applicants who had worked abroad for the related company for six months during the qualifying three-year period was revoked. In addition, L-1B holders (intracompany transferees with specialized company knowledge) may not be primarily stationed at the work site of another employer if the L-1B holder will be controlled and supervised by an employer other than the petitioning employer. Finally, L-1B status may not be granted where placement of the L-1B visa holder at a third party site is part of an arrangement to provide labor for the third party, rather than placement at the site in connection with the provision of a product or service involving specialized knowledge specific to the petitioning employer.

We do not place L-1B workers at third party sites where they are under the primary supervision of a different employer, nor do we place L-1B workers at third party sites in an arrangement to provide labor for the third party, without providing a service involving our specialized knowledge. Since implementation of the new law, we consistently establish this fact to CIS s satisfaction. However, if CIS and/or the United States Department of State, through its visa-issuing consular posts abroad, decide to interpret these provisions in a very restrictive fashion, this could impair our ability to staff our projects in the United States with resources from our entities abroad. In addition, CIS has not yet issued regulations governing these statutory provisions. If such regulations are restrictive in nature, this could impair our ability to staff our projects in the United States with resources from our entities abroad.

We also process immigrant visas for lawful permanent residence for employees to fill positions for which there is an insufficient number of able, willing, and qualified United States workers available to fill the positions. Compliance with existing United States immigration and labor laws, or changes in those laws making it more difficult to hire foreign nationals or limiting our ability to successfully obtain permanent residence for our foreign employees in the United States, could require us to incur additional unexpected labor costs and expenses or could restrain our ability to retain the skilled professionals we need for our operations in the United States. Any of these restrictions or limitations on our hiring practices could have a material adverse effect on our business, results of operations and financial condition.

In addition to immigration restrictions in the United States, there are certain restrictions on transferring employees to work in the United Kingdom, where Cognizant has experienced significant growth. The United Kingdom currently requires that all employees who are not nationals of European Union countries (plus nationals of Bulgaria and Romania) (EEA nationals) obtain work permission before obtaining a visa/entry clearance to travel to the United Kingdom. New European nations such as Hungary, Poland, Lithuania, Slovakia, and the Czech Republic do not have a work permit requirement but employees need to register to work within 30 days of arrival. On November 27, 2008, the United Kingdom introduced a points-based system under which certain certificates of sponsorship are issued by licensed employer sponsors, provided the employees they seek to employ in the United Kingdom can accumulate a certain number of points based on certain attributes. Where the employee has not worked for a Cognizant group company outside the United Kingdom for at least 6 months, we will need to carry out a resident labor market test to confirm that the intended role cannot be filled by an EEA national. We are currently an A-rated sponsor and were allocated certificates of sponsorship which we believe are sufficient to meet our demand for transfers to the United Kingdom.

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Immigration and work permit laws and regulations in the United States, the United Kingdom, and other countries are subject to legislative and administrative changes as well as changes in the application of standards and enforcement. Immigration and work permit laws and regulations can be significantly affected by political forces and levels of economic activity. Our international expansion strategy and our business, results of operations, and financial condition may be materially adversely affected if changes in immigration and work permit laws and regulations or the administration or enforcement of such laws or regulations impair our ability to staff projects with IT professionals who are not citizens of the country where the work is to be performed.

Our global operations expose us to numerous and sometimes conflicting legal and regulatory requirements, and violations of these regulations could harm our business.

Because we provide services to clients throughout the world, we are subject to numerous, and sometimes conflicting, legal rules on matters as diverse as import/export controls, content requirements, trade restrictions, tariffs, taxation, sanctions, government affairs, internal and disclosure control obligations, data privacy and labor relations. Violations of these laws or regulations in the conduct of our business could result in fines, criminal sanctions against us or our officers, prohibitions on doing business and damage to our reputation. Violations of these laws or regulations in connection with the performance of our obligations to our clients also could result in liability for monetary damages, fines and/or criminal prosecution, unfavorable publicity, restrictions on our ability to process information and allegations by our clients that we have not performed our contractual obligations. Due to the varying degrees of development of the legal systems of the countries in which we operate, local laws might be insufficient to protect our rights. Our failure to comply with applicable legal and regulatory requirements could have a material adverse effect on our business, results of operations and financial condition.

Anti-outsourcing legislation, if adopted, could adversely affect our business, financial condition and results of operations and impair our ability to service our customers.

The issue of companies outsourcing services to organizations operating in other countries is a topic of political discussion in many countries, including the United States, which is our largest market. For example, measures aimed at limiting or restricting outsourcing by U.S. companies are periodically considered in Congress and in numerous state legislatures to address concerns over the perceived association between offshore outsourcing and the loss of jobs in the United States. Senators Richard Durbin (D-Illinois) and Charles Grassley (R-Iowa) have recently introduced a bill which would, if enacted, severely restrict the use of certain visas. Given the ongoing debate over this issue, the introduction of other restrictive legislation is possible. If enacted, such measures may: (1) broaden restrictions on outsourcing by federal and state government agencies and on government contracts with firms that outsource services directly or indirectly, (2) impact private industry with measures such as tax disincentives or intellectual property transfer restrictions, and/or (3) restrict the use of certain visas. In the event that any of these measures become law, our business, financial condition and results of operations could be adversely affected and our ability to service our customers could be impaired.

In addition, from time to time there has been publicity about negative experiences associated with offshore outsourcing, such as theft and misappropriation of sensitive client data, particularly involving service providers in India. Current or prospective clients may elect to perform certain services themselves or may be discouraged from transferring services from onshore to offshore providers to avoid negative perceptions that may be associated with using an offshore provider. Any slowdown or reversal of existing industry trends toward offshore outsourcing would seriously harm our ability to compete effectively with competitors that provide services from within the country in which our clients operate.

Legislation enacted in certain European jurisdictions and any future legislation in Europe, Japan or any other country in which we have clients restricting the performance of business process services from an offshore location could also have a material adverse effect on our business, results of operations and financial condition. For example, new legislation recently enacted in the United Kingdom, based on the 1977 EC Acquired Rights Directive, has been adopted in some form by many European Union, or EU, countries, and provides that if a company outsources all or part of its business to a service provider or changes its current service provider, the affected employees of the company or of the previous service provider are entitled to become employees of the new service provider, generally on the same terms and conditions as their original employment. In addition, dismissals of employees who were employed by the company or the previous service provider immediately prior to that transfer are automatically considered unfair dismissals that entitle such employees to compensation. As a result, in order to avoid unfair dismissal claims we may have to offer, and become liable for, voluntary redundancy payments to the employees of our clients who outsource business to us in the United Kingdom and other EU countries who have adopted similar laws. This legislation may materially affect our ability to obtain new business from companies in the United Kingdom and EU and to provide outsourced services to companies in the United Kingdom and EU in a cost-effective manner.

Hostilities involving the United States, the United Kingdom, India and other countries in which we provide services to our clients, and other acts of terrorism, violence or war could delay or reduce the number of new service orders we receive and impair our ability to service our customers, thereby adversely affecting our business, financial condition and results of operations.

Hostilities involving the United States and other acts of terrorism, violence or war, such as the attacks of September 11, 2001 in the United States, the attacks of July 7, 2005 in the United Kingdom, the attacks on November 26, 2008 in Mumbai, India, and the continuing conflicts in Iraq and Afghanistan, could materially adversely affect our operations and our ability to service our customers. Hostilities involving the United States, the United Kingdom, India, and other countries in which we provide services to our clients could cause customers to delay their decisions on IT spending, which could affect our financial results. In addition, acts of terrorism, violence or war could give rise to military or travel disruptions and restrictions affecting our employees. The majority of our technical professionals are located in India, and the vast majority of our technical professionals in the United States and Europe are Indian nationals who are able to work in the United States and Europe only because they hold current visas and work permits. Travel restrictions could cause us to incur additional unexpected labor costs and expenses or could restrain our ability to retain the skilled professionals we need for our operations in the United States and Europe.

Although we continue to believe that we have a strong competitive position in the United States, we continue to increase our efforts to geographically diversify our clients and revenue. Despite our efforts to diversify, hostilities involving the United States, the United Kingdom, India and other countries in which we provide services to our clients, and other acts of terrorism, violence or war may reduce the demand for our services and negatively affect our revenues and profitability.

If we are unable to collect our receivables from, or bill our unbilled services to, our clients, our results of operations and cash flows could be adversely affected.

Our business depends on our ability to successfully obtain payment from our clients of the amounts they owe us for work performed. We evaluate the financial condition of our clients and usually bill and collect on relatively short cycles. We maintain allowances against receivables and unbilled services. Actual losses on client balances could differ from those that we currently anticipate and, as a result, we might need to adjust our allowances. There is no guarantee that we will accurately assess the creditworthiness of our clients. Macroeconomic conditions, such as the continued credit crisis and related turmoil in the global financial system, could also result in financial difficulties, including limited access to the credit markets, insolvency or bankruptcy, for our clients, and as a result could cause clients to delay payments to us, request modifications to their payment arrangements that could increase our receivables balance, or default on their payment obligations to us. Timely collection of client balances also depends on our ability to complete our contractual commitments and bill and collect our contracted revenues. If we are unable to meet our contractual requirements, we might experience delays in collection of and/or be unable to collect our client balances, and if this occurs, our results of operations and cash flows could be adversely affected. In addition, if we experience an increase in the time to bill and collect for our services, our cash flows could be adversely affected.

We are investing substantial cash assets in new facilities and physical infrastructure, and our profitability could be reduced if our business does not grow proportionately.

As of June 30, 2009, we had contractual commitments of approximately $56.1 million related to capital expenditures on construction or expansion of our IT development centers. We may encounter cost overruns or project delays in connection with new facilities. These expansions will likely increase our fixed costs and if we are unable to grow our business and revenues proportionately, our profitability will be reduced.

Our ability to operate and compete effectively could be impaired if we lose key personnel or if we cannot attract additional qualified personnel.

Our future performance depends to a significant degree upon the continued service of the key members of our management team, as well as marketing, sales and technical personnel, and our ability to attract and retain new management and other personnel. We do not maintain key man life insurance on any of our executive officers or significant employees. Competition for personnel is intense, and there can be no assurance that we will be able to retain our key employees or that we will be successful in attracting and retaining new personnel in the future. The loss of any one or more of our key personnel or the failure to attract and retain key personnel could have a material adverse effect on our business, results of operations and financial condition.

Restrictions in non-competition agreements with our executive officers may not be enforceable.

We have entered into non-competition agreements with our executive officers. We cannot assure you, however, that the restrictions in these agreements prohibiting such executive officers from engaging in competitive activities are enforceable. Further, substantially all of our professional non-executive staff are not covered by agreements that would prohibit them from working for our competitors. If any of our key professional personnel leaves our employment and joins one of our competitors, our business could be adversely affected.

Our earnings may be adversely affected if we change our intent not to repatriate earnings in India or if such earnings became subject to U.S. tax on a current basis.

Effective January 1, 2002, pursuant to Accounting Principles Board Opinion No. 23, Accounting for Income Taxes-Special Areas, we no longer accrue incremental U.S. taxes on all Indian earnings recognized in 2002 and subsequent periods as these earnings (as well as other foreign earnings for all periods) are considered to be indefinitely reinvested outside of the United States. While we have no plans to do so, events may occur in the future that could effectively force us to change our intent not to repatriate our foreign earnings. If we change our intent and repatriate such earnings, we will have to accrue the applicable amount of taxes associated with such earnings and pay taxes at a substantially higher rate than our effective income tax rate in 2009. These increased taxes could have a material adverse effect on our business, results of operations and financial condition.

Earlier this year, President Obama s Administration announced a number of tax-related legislative proposals that would, among other things, seek to effectively tax certain profits of U.S. companies earned abroad. If enacted into law, and depending on their precise terms, these proposals could increase our tax rate and cash taxes paid, and have a material adverse effect on our business, results of operations and financial condition.

In the next year we will lose certain tax benefits provided by India to companies in our industry.

Our Indian subsidiaries are export-oriented companies which, under the Indian Income Tax Act of 1961, are entitled to claim tax holidays for a period of ten consecutive years for each Software Technology Park (STP) with respect to export profits for each STP. Substantially all of the earnings of our Indian subsidiaries are attributable to export profits. The majority of our STPs in India are currently entitled to a 100% exemption from Indian income tax. Under current Indian tax law, export profits after March 31, 2010 from our existing STPs will be fully taxable at the Indian statutory rate (33.99% as of June 30, 2009) in effect at such time. In July 2009, the Indian government proposed an extension of the tax holiday for STP s by one year from March 31, 2010 to March 31, 2011. If the tax holidays relating to our Indian STPs are not extended or new tax incentives are not introduced that would effectively extend the income tax holiday benefits beyond March 31, 2010 (March 31, 2011 if the one-year STP extension gets enacted), we expect that our effective income tax rate would increase significantly beginning in calendar year 2010 (2011 if the one-year STP extension gets enacted).

In anticipation of the complete phase out of the STP tax holidays, we expect to continue to locate a portion of our new development centers in areas designated as Special Economic Zones (SEZs). Development centers operating in SEZs will be entitled to certain income tax incentives for periods of up to 15 years. Certain of our development centers currently operate in SEZs and many of our future planned development centers are likely to operate in SEZs. A change in the Indian government s policies affecting SEZs in a manner that adversely impacts the incentives for establishing and operating facilities in SEZs could have a material adverse effect on our business, results of operations and financial condition.

If our pricing structures do not accurately anticipate the cost and complexity of performing our work, then our contracts could be unprofitable.

We negotiate pricing terms with our clients utilizing a range of pricing structures and conditions. We contract to provide services either on a time-and-materials basis or on a fixed-price basis. Our pricing is highly dependent on our internal forecasts and predictions about our projects and the marketplace, which might be based on limited data and could turn out to be inaccurate. If we do not accurately estimate the costs and timing for completing projects, our contracts could prove unprofitable for us or yield lower profit margins than anticipated. We face a number of risks when pricing our contracts, as many of our projects entail the coordination of operations and workforces in multiple locations and utilizing workforces with different skill sets and competencies across geographically distributed service locations. Our pricing, cost and profit margin estimates for the work that we perform frequently include anticipated long-term cost savings from transformational and other initiatives that we expect to achieve and sustain over the life of the contract. There is a risk that we will underprice our projects, fail to accurately estimate the costs of performing the work or fail to accurately assess the risks associated with potential contracts. In particular, any increased or unexpected costs, delays or failures to achieve anticipated cost savings, or unexpected risks we encounter in connection with the performance of this work, including those

caused by factors outside our control, could make these contracts less profitable or unprofitable, which could have an adverse effect on our profit margin.

In addition, a significant portion of our projects are on a fixed-price basis, subjecting us to the foregoing risks to an even greater extent. Fixed-price contracts accounted for approximately 29.6% of our revenues for the six months ended June 30, 2009. We expect that an increasing number of our future projects will be contracted on a fixed-price basis. In addition to the other risks described in the paragraph above, we bear the risk of cost over-runs and operating cost inflation in connection with projects covered by fixed-price contracts. Our failure to estimate accurately the resources and time required for a fixed-price project, or our failure to complete our contractual obligations within the time frame committed, could have a material adverse effect on our business, results of operations and financial condition.

If we do not continue to improve our operational, financial and other internal controls and systems to manage our rapid growth, our business may suffer and the value of our stockholders investment may be harmed.

Our anticipated growth will continue to place significant demands on our management and other resources. Our growth will require us to continue to develop and improve our operational, financial and other internal controls, both in the United States, India and elsewhere. In particular, our continued growth will increase the challenges involved in:

- recruiting and retaining sufficiently skilled technical, finance, marketing and management personnel;
- adhering to our high quality standards;
- maintaining high levels of client satisfaction;
- developing and improving our internal administrative infrastructure, particularly our financial, operational, communications and other internal systems; and
- preserving our culture, values and entrepreneurial environment.

As part of our growth strategy, we are expanding our operations in Europe, Asia and Latin America. We may not be able to compete effectively in these markets and the cost of entering these markets may be substantially greater than we expect. If we fail to compete effectively in the new markets we enter, or if the cost of entering those markets is substantially greater than we expect, our business, results of operations and financial condition could be adversely affected. In addition, if we cannot compete effectively, we may be required to reconsider our strategy to invest in our international expansion plans and change our intent on the repatriation of our earnings.

We rely on a few customers for a large portion of our revenues.

Our top five customers generated approximately 17.6% of our revenues for the six months ended June, 2009 and 19.4% of our revenues in the year ended December 31, 2008. The volume of work performed for specific customers is likely to vary from year to year, and a major customer in one year may not use our services in a subsequent year. The loss of one of our large customers could have a material adverse effect on our business, results of operations and financial condition.

We generally do not have long-term contracts with our customers and our results of operations could be adversely affected if our clients terminate their contracts with us on short notice.

Consistent with industry practice, we generally do not enter into long-term contracts with our customers. A majority of our contracts can be terminated by our clients with short notice. As a result, we are substantially exposed to volatility in the market for our services, and may not be able to maintain our level of profitability.

When contracts are terminated, we lose the anticipated revenues and might not be able to eliminate associated costs in a timely manner. Consequently, our profit margins in subsequent periods could be lower than expected. If we are unable to market our services on terms we find acceptable, our financial condition and results of operations could suffer materially.

Our profitability could suffer if we are not able to maintain favorable pricing rates.

Our profit margin, and therefore our profitability, is dependent on the rates we are able to recover for our services. If we are not able to maintain favorable pricing for our services, our profit margin and our profitability could suffer. The rates we are able to recover for our services are affected by a number of factors, including:

- our clients perceptions of our ability to add value through our services;
- competition;
- introduction of new services or products by us or our competitors;
- our competitors pricing policies;

- our ability to accurately estimate, attain and sustain contract revenues, margins and cash flows over increasingly longer contract periods;
- bid practices of clients and their use of third-party advisors;
- the use by our competitors and our clients of offshore resources to provide lower-cost service delivery capabilities; and
- general economic and political conditions.

Our operating results may experience significant quarterly fluctuations.

We historically have experienced significant quarterly fluctuations in our revenues and results of operations and expect these fluctuations to continue. Among the factors causing these variations have been:

- the number, timing, scope and contractual terms of IT development and maintenance projects in which we are engaged;
- delays incurred in the performance of those projects;
- the accuracy of estimates of resources and time required to complete ongoing projects; and
- general economic conditions.

In addition, our future revenues, operating margins and profitability may fluctuate as a result of:

- changes in pricing in response to customer demand and competitive pressures;
- changes to the financial condition of our clients;
- the mix of on-site and offshore staffing;
- the ratio of fixed-price contracts versus time-and-materials contracts;
- employee wage levels and utilization rates;
- changes in foreign exchange rates, including the Indian rupee versus the U.S. dollar;
- the timing of collection of accounts receivable;

- enactment of new taxes;
- changes in domestic and international income tax rates and regulations; and
- changes to levels and types of stock-based compensation awards and assumptions used to determine the fair value of such awards.

A high percentage of our operating expenses, particularly personnel and rent, are relatively fixed in advance of any particular quarter. As a result, unanticipated variations in the number and timing of our projects or in employee wage levels and utilization rates may cause significant variations in our operating results in any particular quarter, and could result in losses. Any significant shortfall of revenues in relation to our expectations, any material reduction in utilization rates for our professional staff or variance in the on-site, offshore staffing mix, an unanticipated termination of a major project, a customer s decision not to pursue a new project or proceed to succeeding stages of a current project or the completion during a quarter of several major customer projects could require us to pay underutilized employees and could therefore have a material adverse effect on our business, results of operations and financial condition.

As a result of these factors, it is possible that in some future periods, our revenues and operating results may be significantly below the expectations of public market analysts and investors. In such an event, the price of our common stock would likely be materially and adversely affected.

Our profitability could suffer if we are not able to maintain favorable utilization rates.

The cost of providing our services, including the utilization rate of our professionals, affects our profitability. If we are not able to maintain an appropriate utilization rate for our professionals, our profit margin and our profitability may suffer. Our utilization rates are affected by a number of factors, including:

- our ability to transition employees from completed projects to new assignments and to hire and assimilate new employees;
- our ability to forecast demand for our services and thereby maintain an appropriate headcount in each of our geographies and workforces;
- our ability to manage attrition; and

our need to devote time and resources to training, professional development and other non-chargeable activities.

Liability claims for damages caused by disclosure of confidential information or system failures could have a material adverse effect on our business.

Many of our engagements involve projects that are critical to the operations of our customers businesses and provide benefits that are difficult to quantify. Any failure in a customer s computer system could result in a claim for substantial damages against us, regardless of our responsibility for the failure. Although we attempt to limit by contract our liability for damages arising from negligent acts, errors, mistakes or omissions in rendering our services, we cannot assure you that any contractual limitations on liability will be enforceable in all instances or will otherwise protect us from liability for damages.

In addition, we often have access to or are required to collect and store confidential client and customer data. If any person, including any of our employees, penetrates our network security or misappropriates sensitive data, we could be subject to significant liability to our clients or our clients customers for breaching contractual confidentiality provisions or privacy laws as well as liability and penalties in connection with any violation of applicable privacy laws. Unauthorized disclosure of sensitive or confidential client and customer data, whether through breach of our computer systems, systems failure or otherwise, could damage our reputation and cause us to lose clients.

Although we have general liability insurance coverage, including coverage for errors or omissions, there can be no assurance that coverage will continue to be available on reasonable terms or will be sufficient in amount to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. The successful assertion of one or more large claims against us that exceed available insurance coverage or changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our business, results of operations and financial condition.

We may be subject to legacy Dun & Bradstreet liabilities that could have an adverse effect on our results of operations and financial condition.

In 1996, The Dun & Bradstreet Corporation split itself into three separate companies: The Dun & Bradstreet Corporation, Cognizant Corporation and ACNielsen Corporation. In connection with the split-up transaction, The Dun & Bradstreet Corporation, Cognizant Corporation (renamed Nielsen Media Research), of which we were once a part, and ACNielsen Corporation (now a subsidiary of The Nielsen Company) entered into a distribution agreement. In the 1996 distribution agreement, each party assumed the liabilities relating to the businesses allocated to it and agreed to indemnify the other parties and their subsidiaries against those liabilities and certain other matters. The 1996 distribution agreement also prohibited each party thereto from distributing to its stockholders any business allocated to it unless the distributed business delivered undertakings agreeing to be jointly and severally liable to the other parties under the 1996 distribution agreement for the liabilities of the distributing parent company under the 1996 distribution agreement. IMS Health made such undertaking when it was spun off by Nielsen Media Research in 1998 and, accordingly, IMS Health and Nielsen Media Research are jointly and severally liable to R.H. Donnelly and ACNielsen for Cognizant Corporation obligations under the terms of the 1996 distribution agreement. IMS Health obtained similar undertakings from us as a condition to the distribution of our shares in the exchange offer pursuant to which IMS Health distributed all of our Class B common stock that IMS Health owned to its stockholders on February 13, 2003. IMS Health procured similar undertakings from us to Nielsen Media Research and Synavant Inc. with respect to liabilities allocated to IMS Health in connection with Nielsen Media Research s spin-off of IMS Health and IMS Health s spin-off of Synavant Inc. In connection with the exchange offer, we gave these undertakings and, as a result, we may be subject to claims in the future in relation to legacy liabilities.

Claims have arisen in the past and may arise in the future under the 1996 distribution agreement or the distribution agreements relating to Nielsen Media Research s spin-off of IMS Health and IMS Health s spin-off of Synavant Inc., in which case we may be jointly and severally liable for any losses suffered by the parties entitled to indemnification. IMS Health has agreed to indemnify us for any and all liabilities that arise out of our undertakings to be jointly and severally liable for these liabilities, but if for any reason IMS Health does not perform on their indemnification obligation, these liabilities could have a material adverse effect on our financial condition and results of operations.

If we are unable to protect our intellectual property rights, our business may be adversely affected.

Our future success will depend in part on our ability to protect our proprietary methodologies and other intellectual property. We presently hold no patents or registered copyrights, and rely upon a combination of copyright and trade secret laws, non-disclosure and other contractual arrangements and various security measures to protect our intellectual property rights. Existing laws of some countries in which we provide services or solutions, such as China, might offer only limited protection of our intellectual property rights. India is a member of the Berne Convention, and has agreed to recognize protections on copyrights conferred under the laws of foreign countries, including the laws of the United States. We believe that laws, rules, regulations and treaties in effect in the United

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States, India and other countries in which we operate are adequate to protect us from misappropriation or unauthorized use of our copyrights. However, there can be no assurance that these laws will not change and, in particular, that the laws of India or the United States will not change in ways that may prevent or restrict the transfer of software components, libraries and toolsets from India to the United States or from the United States to India. There can be no assurance that the steps we have taken to protect our intellectual property rights will be adequate to deter misappropriation of any of our intellectual property, or that we will be able to detect unauthorized use and take appropriate steps to enforce our rights. Unauthorized use of our intellectual property may result in development of technology, products or services that compete with our products and services and unauthorized parties may infringe upon or misappropriate our products, services or proprietary information. If we are unable to protect our intellectual property, our business may be adversely affected.

Our services or solutions could infringe upon the intellectual property rights of others or we might lose our ability to utilize the intellectual property of others.

We cannot be sure that our services and solutions, or the solutions of others that we offer to our clients, do not infringe on the intellectual property rights of third parties, and we could have infringement claims asserted against us or against our clients. These claims could harm our reputation, cost us money and prevent us from offering some services or solutions. In a number of our contracts, we have agreed to indemnify our clients for any expenses or liabilities resulting from claimed infringements of the intellectual property rights of third parties. In some instances, the amount of these indemnities could be greater than the revenues we receive from the client. Any claims or litigation in this area, whether we ultimately win or lose, could be time-consuming and costly, injure our reputation or require us to enter into royalty or licensing arrangements. We might not be able to enter into these royalty or licensing arrangements on acceptable terms. If a claim of infringement were successful against us or our clients, an injunction might be ordered against our client or our own services or operations, causing further damages. We expect that the risk of infringement claims against us will increase if our competitors are able to obtain patents for software products and processes. Any infringement claim or litigation against us could have a material adverse effect on our business, results of operations and financial condition.

We could lose our ability or be unable to secure the right to utilize the intellectual property of others. Third-party suppliers of software, hardware or other intellectual assets could be unwilling to permit us to use their intellectual property and this could impede or disrupt use of their products or services by us and our clients. If our ability to provide services and solutions to our clients is impaired, our operating results could be adversely affected.

We may be unable to integrate acquired companies or technologies successfully and we may be subject to certain liabilities assumed in connection with our acquisitions that could harm our operating results.

We believe that opportunities exist in the fragmented IT services market to expand our business through selective strategic acquisitions and joint ventures. We believe that acquisition and joint venture candidates may enable us to expand our geographic presence, especially in the European market, enter new technology areas or expand our capacity. We cannot assure you that we will identify suitable acquisition candidates available for sale at reasonable prices, consummate any acquisition or joint venture or successfully integrate any acquired business or joint venture into our operations. Further, acquisitions and joint ventures involve a number of special risks, including diversion of management s attention, failure to retain key personnel, unanticipated events or circumstances and legal liabilities, some or all of which could have a material adverse effect on our business, results of operations and financial condition. We may finance any future acquisitions with cash, debt financing, the issuance of equity securities or a combination of the foregoing. We cannot assure you that we will be able to arrange adequate financing on acceptable terms. In addition, acquisitions financed with the issuance of our equity securities could be dilutive.

Although we conduct due diligence in connection with each of our acquisitions, there may be liabilities that we fail to discover or that we inadequately assess in our due diligence efforts. In particular, to the extent that any acquired businesses or properties failed to comply with or otherwise violated applicable laws or regulations, or failed to fulfill their contractual obligations to customers, we, as the successor owner, may be financially responsible for these violations and failures and may suffer reputational harm or otherwise be adversely affected. While we generally require the selling party to indemnify us for any and all liabilities associated with such liabilities, if for any reason the seller does not perform their indemnification obligation, we may be held responsible for such liabilities. In addition, as part of an acquisition, we may assume responsibilities and obligations of the acquired business pursuant to the terms and conditions of services agreements entered by the acquired entity that are not consistent with the terms and conditions that we typically accept and require. Although we attempt to structure acquisitions in such a manner as to minimize the liability that could arise from such contractual commitments, we cannot assure you that any of our efforts to minimize the liability will be effective in all instances or will otherwise protect us from liability for damages under such agreements. The discovery of any material liabilities associated with our acquisitions for which we are unable to receive indemnification for could harm our operating results.

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System failure or disruptions in communications could disrupt our business and result in lost customers and curtailed operations which would reduce our revenue and profitability.

To deliver our services to our customers, we must maintain a high speed network of satellite, fiber optic and land lines and active voice and data communications 24 hours a day between our main offices in Chennai, our other IT development centers and the offices of our customers worldwide. Although we maintain redundancy facilities and satellite communications links, any systems failure or a significant lapse in our ability to transmit voice and data through satellite and telephone communications could result in lost customers and curtailed operations which would reduce our revenue and profitability.

Provisions in our charter, by-laws and stockholders rights plan and provisions under Delaware law may discourage unsolicited takeover proposals.

Provisions in our charter and by-laws, each as amended, our stockholders rights plan and Delaware General Corporate Law, or DGCL, may have the effect of deterring unsolicited takeover proposals or delaying or preventing changes in our control or management, including transactions in which stockholders might otherwise receive a premium for their shares over then current market prices. In addition, these documents and provisions may limit the ability of stockholders to approve transactions that they may deem to be in their best interests. Our Board of Directors has the authority, without further action by the stockholders, to fix the rights and preferences, and issue shares of preferred stock. Our charter provides for a classified Board of Directors, which will prevent a change of control of our board of directors at a single meeting of stockholders. The prohibition of our stockholders ability to act by written consent and to call a special meeting will delay stockholder actions until annual meetings or until a special meeting is called by our chairman or chief executive officer or our Board of Directors. The supermajority-voting requirement for specified amendments to our charter and by-laws allows a minority of our stockholders to block those amendments. The DGCL also contains provisions preventing stockholders from engaging in business combinations with us, subject to certain exceptions. These provisions could also discourage bids for our common stock at a premium as well as create a depressive effect on the market price of the shares of our common stock.

Changes in accounting standards can be difficult to predict and can materially impact how we record and report our financial condition and results of operations.

Our accounting policies and methods are fundamental to how we record and report our financial condition and results of operations. From time to time, the FASB changes the financial accounting and reporting standards that govern the preparation of our financial statements. These changes, including changes to converge to International Financial Reporting Standards (IFRS), can be hard to predict and can materially impact how we record and report our financial condition and results of operations.

Compliance with new and changing corporate governance and public disclosure requirements adds uncertainty to our compliance policies and increases our costs of compliance.

Changing laws, regulations and standards relating to accounting, corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002, other SEC regulations, and the NASDAQ Global Select Market rules, are creating uncertainty for companies like ours. These laws, regulations and standards may lack specificity and are subject to varying interpretations. Their application in practice may evolve over time, as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs of compliance as a result of ongoing revisions to such corporate governance standards.

In particular, our efforts to comply with Section 404 of the Sarbanes-Oxley Act of 2002 and the related regulations regarding our required assessment of our internal controls over financial reporting and our external auditors audit of that assessment requires the commitment of significant financial and managerial resources. We consistently assess the adequacy of our internal controls over financial reporting, remediate any control deficiencies that may be identified, and validate through testing that our controls are functioning as documented. While we do not anticipate any material weaknesses, the inability of management and our independent auditor to provide us with an unqualified report as to the adequacy and effectiveness, respectively, of our internal controls over financial reporting for future year ends could result in adverse consequences to us, including, but not limited to, a loss of investor confidence in the reliability of our financial statements, which could cause the market price of our stock to decline.

We are committed to maintaining high standards of corporate governance and public disclosure, and our efforts to comply with evolving laws, regulations and standards in this regard have resulted in, and are likely to continue to result in, increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities. In addition, the laws, regulations and standards regarding corporate governance may make it more difficult for us to obtain director and officer liability insurance. Further, our board members, chief executive officer and chief financial officer could face an increased risk of personal liability in connection with their performance of duties. As a result, we may face difficulties attracting and retaining qualified board members and executive officers, which could harm our business. If we fail to comply with new or changed laws, regulations or standards of corporate governance, our business and reputation may be harmed.

We are exposed to credit risk and fluctuations in the market values of our investment portfolio.

Recent turmoil in the financial markets has adversely affected economic activity in the United States and other regions of the world in which we do business. We believe that based on our current cash, cash equivalents and short-term and long-term investment balances and expected operating cash flows, the current lack of liquidity in the credit markets will not have a material impact on our liquidity, cash flow, or financial flexibility. Continued deterioration of the credit and capital markets could result in volatility of our investment earnings and impairments to our investment portfolio, which could negatively impact our financial condition and reported income. The continued decline in economic activity could adversely affect the ability of counterparties to certain financial instruments such as marketable securities and derivatives to meet their obligations to us.

Funds associated with auction-rate securities that we hold as investments may not be liquid or accessible for in excess of 12 months and our auction-rate securities may decline in value.

As of June 30, 2009, our short-term and long-term investments totaled $283.6 million and included $6.0 million in short-term and $136.1 million in long-term AAA/A3-rated auction-rate municipal debt securities that are collateralized by debt obligations supported by student loans, substantially backed by the FFELP. In addition, the remainder of our long-term investments included an asset of $24.6 million related to the UBS Right. Since February 14, 2008, auctions failed for all the auction-rate securities still in our portfolio as of June 30, 2009. We believe that the failed auctions experienced to date are not a result of the deterioration of the underlying credit quality of the securities and we continue to earn and receive interest on the auction-rate municipal debt securities at a pre-determined formula with spreads tied to particular interest rate indexes. All of the auction-rate municipal debt securities held by us are callable by the issuer at par. In November 2008, we accepted an offer from UBS to sell to UBS, at par value ($167.2 million at June 30, 2009), our auction-rate municipal debt securities at any time during an exercise period from June 30, 2010 to July 2, 2012. In accepting the UBS Right, we granted UBS the authority to purchase these auction-rate municipal debt securities or sell them on our behalf at par any time after the execution of the UBS Right through July 2, 2012. The offer is non-transferable. UBS s inability to perform under the UBS Right and the lack of liquidity for auction-rate municipal debt securities in the financial markets could have a material adverse effect on our financial condition and results of operations.

Our stock price continues to be volatile.

Our stock has at times experienced substantial price volatility as a result of variations between our actual and anticipated financial results, announcements by us and our competitors, or uncertainty about current global economic conditions. The stock market as a whole also has experienced extreme price and volume fluctuations that have affected the market price of many technology companies in ways that may have been unrelated to these companies operating performance. Furthermore, we believe our stock price reflects future growth and profitability expectations. If we fail to meet these expectations our stock price may significantly decline.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

In December 2008, our Board of Directors authorized up to $50.0 million in funds for repurchases of Cognizant s outstanding shares of Class A common stock. The $50.0 million authorization excludes fees and expenses and expires in December 2009. The program authorizes management to repurchase shares opportunistically in the open market or in private transactions from time to time, depending on market conditions. No shares were repurchased in the second quarter of 2009. Approximately $37.6 million remain available for purchase under the authorization.

Month	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased under the Plans or Programs (in thousands)
April 2009		$		$ 37,581
May 2009		$		$ 37,581

June 2009	$	$ 37,581
Total	$	

Item 4. Submission of Matters to a Vote of Security Holders

Our annual meeting of stockholders, or the Annual Meeting, was held on June 5, 2009. There were present at the Annual Meeting in person or by proxy stockholders holding an aggregate of 260,809,169 shares of our Class A common stock out of a total number of 292,050,831 shares of Class A common stock issued and outstanding and entitled to vote at the meeting.

The matters that were voted on at the Annual Meeting were:

(1) A proposal to elect the following three nominees as our Class III Directors to serve until our 2012 annual meeting of stockholders and until their respective successors have been duly elected and qualified:

Francisco D Souza;

John N. Fox, Jr.; and

Thomas M. Wendel;

(2) A proposal to adopt the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan; and

(3) A proposal to ratify the appointment of PricewaterhouseCoopers LLP, as our independent registered public accounting firm for the year ending December 31, 2009.

The results of the votes of the Annual Meeting were as follows:

	Number of Shares of Class A Common Stock			
Proposal	**For**	**Against**	**Abstain**	**Broker Non-Vote**
Election of the following three nominees as Class III Directors:				
Francisco D Souza	256,275,950	4,449,903	83,326	
John N. Fox, Jr.	258,184,874	2,518,162	106,133	
Thomas M. Wendel	258,180,913	2,526,122	102,134	

	Number of Shares of Class A Common Stock			
Proposal	**For**	**Against**	**Abstain**	**Broker Non-Vote**
Proposal to adopt the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan	192,022,076	40,632,472	161,421	27,993,200

	Number of Shares of Class A Common Stock			
Proposal	**For**	**Against**	**Abstain**	**Broker Non-Vote**
Proposal to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2009	256,400,288	4,328,428	80,453	

Accordingly, our stockholders elected Francisco D Souza, John N. Fox, Jr. and Thomas M. Wendel to serve as Class III Directors until our 2012 annual meeting of stockholders and until their respective successors have been duly elected and qualified. Each of the following Directors who were not up for reelection at the Annual Meeting continue to serve as Directors since the Annual Meeting: Lakshmi Narayanan, Robert W. Howe, John E. Klein, and Robert E. Weissman. On May 26, 2009, upon the recommendation of the Nominating and Corporate Governance Committee, our Board of Directors increased the size of the Board from seven members to eight members and appointed Maureen Breakiron-Evans to the Board as a Class I Director to fill the new vacancy.

Our stockholders also adopted the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan.

Our stockholders also ratified the selection by the Audit Committee of our Board of Directors to appoint PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2009.

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Item 6. Exhibits.

(a) Exhibits.

Exhibit No.	Description
10.1	Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan.
10.2	Form of Cognizant Technology Solutions Corporation Stock Option Agreement. (Incorporated by reference to Exhibit 10.1 to the Company s Current Report on Form 8-K filed July 6, 2009.)
10.3	Form of Cognizant Technology Solutions Corporation Notice of Grant of Stock Option. (Incorporated by reference to Exhibit 10.2 to the Company s Current Report on Form 8-K filed July 6, 2009.)
10.4	Form of Cognizant Technology Solutions Corporation Restricted Stock Unit Award Agreement Time-Based Vesting. (Incorporated by reference to Exhibit 10.3 to the Company s Current Report on Form 8-K filed July 6, 2009.)
10.5	Form of Cognizant Technology Solutions Corporation Notice of Award of Restricted Stock Units Time-Based Vesting. (Incorporated by reference to Exhibit 10.4 to the Company s Current Report on Form 8-K filed July 6, 2009.)
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10.9	Form of Cognizant Technology Solutions Corporation Notice of Award of Restricted Stock Units Non-Employee Director Deferred Issuance. (Incorporated by reference to Exhibit 10.8 to the Company s Current Report on Form 8-K filed July 6, 2009.)
31.1	Certification of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of principal financial and accounting officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of principal executive officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. 1350.
32.2	Certification of principal financial and accounting officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. 1350.
101	The following materials from this Quarterly Report on Form 10-Q for the quarter ended June 30, 2009 formatted in XBRL: (i) Condensed Consolidated Statements of Operations and Comprehensive Income (Unaudited) for the Three Months Ended June 30, 2009 and 2008 and for the Six Months Ended June 30, 2009 and 2008; (ii) Condensed Consolidated Statements of Financial Position (Unaudited) as of June 30, 2009 and December 31, 2008; (iii) Condensed Consolidated Statements of Cash Flows (Unaudited) for the Six Months Ended June 30, 2009 and 2008; and (iv) Notes to Condensed Consolidated Financial Statements (Unaudited), tagged as blocks of text.

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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 thereunto duly authorized.

	Cognizant Technology Solutions Corporation
Date: August 7, 2009	By: /s/ Francisco D Souza Francisco D Souza, President, Chief Executive Officer and Director (Principal Executive Officer)
Date: August 7, 2009	By: /s/ Gordon Coburn Gordon Coburn, Chief Financial and Operating Officer and Treasurer (Principal Financial and Accounting Officer)

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