

SAPIENT CORP

Reported by
WEXLER ALAN M

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/10/15 for the Period Ending 02/06/15

Address	131 DARTMOUTH ST. BOSTON, MA 02116
Telephone	(617) 621-0200
CIK	0001008817
SIC Code	7373 - Computer Integrated Systems Design
Industry	Software & Programming
Sector	Technology
Fiscal Year	12/31

FORM 4

[X] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Wexler Alan M (Last) (First) (Middle) C/O SAPIENT CORPORATION, 131 DARTMOUTH STREET (Street) BOSTON, MA 02116 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol SAPIENT CORP [SAPE] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/6/2015</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner ___ X ___ Officer (give title below) ___ Other (specify below) Senior Vice President
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) ___ X ___ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/4/2014		G (1)	V	3000	D	\$0	324703 (2)	D	
Common Stock	2/6/2015		D (3)		369200 (4) (5)	D	\$25	0	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V	(A)	(D)	Date Exercisable	Expiration Date				

Explanation of Responses:

- (1) On December 4, 2014, the Reporting Person made a charitable gift in the amount of 3,000 shares.
- (2) 167,826 of these securities represent shares of Sapient Corporation ("Sapient") common stock, par value \$0.01 ("Common Stock") underlying Sapient restricted stock units subject to time-based vesting ("Restricted Stock Units"). This amount has been reduced by 1,092 unvested dividend equivalent rights previously overstated in prior Forms 4.
- (3) Pursuant to the terms of the Agreement and Plan of Merger, dated as of November 1, 2014, among Sapient, Publicis Groupe S.A. and 1926 Merger Sub Inc. (the "Merger Agreement"), on February 6, 2015, each share of Sapient Common Stock issued and outstanding immediately prior to the Effective Time (as defined in the Merger Agreement) and not otherwise excluded pursuant to the terms of the Merger Agreement, was converted into the right to receive \$25.00 per share in cash (the "Merger Consideration"), subject to any required withholding taxes.
- (4) Amount includes 167,826 Restricted Stock Units. Pursuant to the Merger Agreement, on February 6, 2015, Sapient Restricted Stock Units, plus any accrued and unvested dividend equivalent rights associated with such Restricted Stock Units, outstanding immediately prior to the Acceptance Time (as defined in the Merger Agreement) were canceled and converted into the right to receive the Merger Consideration, subject to any required withholding taxes. Fractional shares have been rounded up to the next whole unit for purposes of this Form 4.

- (5) Amount includes 44,497 shares of Sapien Common Stock underlying Sapien performance restricted stock units ("Performance Restricted Stock Units"), which had not been previously reported. Pursuant to the Merger Agreement, on February 6, 2015, each Performance Restricted Stock Unit outstanding immediately prior to the Acceptance Time (as defined in the Merger Agreement) was canceled and converted into the right to receive the Merger Consideration (as if the applicable performance conditions were deemed achieved at the maximum performance level).

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wexler Alan M C/O SAPIENT CORPORATION 131 DARTMOUTH STREET BOSTON, MA 02116			Senior Vice President	

Signatures

/s/ Kimberly C. Nuzum, as Attorney-in-Fact for Alan M. Wexler

2/10/2015

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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