

# SAPIENT CORP

Reported by  
**MOORE J STUART**

## FORM 4

(Statement of Changes in Beneficial Ownership)

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

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SIC Code	7373 - Computer Integrated Systems Design
Industry	Software & Programming
Sector	Technology
Fiscal Year	12/31

# FORM 4

**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

<b>1. Name and Address of Reporting Person *</b>  <b>MOORE J STUART</b>  (Last) (First) (Middle)  <b>C/O SAPIENT CORPORATION, 131 DARTMOUTH STREET</b>  (Street)  <b>BOSTON, MA 02116</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>SAPIENT CORP [ SAPE ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/6/2015</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="margin-left: 100px;"><input type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	6/5/2014		G <sup>(1)</sup>	V	3700	D	\$0	4299513 <sup>(2)</sup>	D	
Common Stock	7/9/2014		G <sup>(3)</sup>	V	618	D	\$0	49382	I	Spouse <sup>(4)</sup>
Common Stock	7/16/2014		G <sup>(5)</sup>	V	700000	D	\$0	3599513 <sup>(6)</sup>	D	
Common Stock	7/24/2014		G <sup>(7)</sup>	V	646	D	\$0	3598867 <sup>(6)</sup>	D	
Common Stock	7/28/2014		G <sup>(8)</sup>	V	85629	A	\$0	3684496 <sup>(6)</sup>	D	
Common Stock	7/28/2014		G <sup>(9)</sup>	V	86464	A	\$0	3770960 <sup>(6)</sup>	D	
Common Stock	10/14/2014		G <sup>(10)</sup>	V	2130	D	\$0	3768830 <sup>(6)</sup>	D	
Common Stock	10/16/2014		G <sup>(11)</sup>	V	87689	A	\$0	3856519 <sup>(6)</sup>	D	
Common Stock	10/28/2014		G <sup>(12)</sup>	V	86284	A	\$0	3942803 <sup>(6)</sup>	D	
Common Stock	10/28/2014		G <sup>(13)</sup>	V	87125	A	\$0	4029928 <sup>(6)</sup>	D	
Common Stock	11/23/2014		G <sup>(14)</sup>	V	1686720	D	\$0	2343208 <sup>(6)</sup>	D	
Common Stock	11/23/2014		G <sup>(14)</sup>	V	1686720	A	\$0	1736102	I	Spouse <sup>(4)</sup>
Common Stock	11/23/2014		G <sup>(15)</sup>	V	590037	D	\$0	0	I	1996 Irrevocable Trust <sup>(16)</sup>
Common Stock	11/23/2014		G <sup>(15)</sup>	V	590037	A	\$0	2326139	I	Spouse <sup>(4)</sup>
Common Stock	11/25/2014		G <sup>(17)</sup>	V	4927927	D	\$0	0	I	1996 Remainder Trust <sup>(16)</sup>
Common Stock	11/25/2014		G <sup>(17)</sup>	V	4927927	A	\$0	4927927	I	2014 Remainder Trust <sup>(16)</sup>
Common Stock	12/18/2015		G <sup>(18)</sup>	V	720000	D	\$0	1623208 <sup>(6)</sup>	D	

**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	12/18/2014		G <sup>(19)</sup>	V	360000	D	\$0	1966139	I	Spouse <sup>(4)</sup>
Common Stock	12/19/2014		G <sup>(20)</sup>	V	280000	D	\$0	1343208 <sup>(6)</sup>	D	
Common Stock	12/19/2014		G <sup>(21)</sup>	V	180000	D	\$0	1786139	I	Spouse <sup>(4)</sup>
Common Stock	1/16/2015		G <sup>(22)</sup>	V	50070	A	\$0	1393278 <sup>(6)</sup>	D	
Common Stock	1/28/2015		G <sup>(23)</sup>	V	52657	A	\$0	1445935 <sup>(6)</sup>	D	
Common Stock	1/28/2015		G <sup>(24)</sup>	V	52149	A	\$0	1498084 <sup>(6)</sup>	D	
Common Stock								1786139	I	Spouse <sup>(4)</sup>
Common Stock								4927927	I	2014 Remainder Trust <sup>(16)</sup>
Common Stock								637868	I	2011 Irrevocable Trust <sup>(16)</sup>
Common Stock	2/6/2015		D <sup>(25)</sup>		1498084 <sup>(26)</sup>	D	\$25	0	D	
Common Stock	2/6/2015		D <sup>(25)</sup>		1786139	D	\$0	0	I	Spouse <sup>(4)</sup>
Common Stock	2/6/2015		D <sup>(25)</sup>		4927927	D	\$0	0	I	2014 Remainder Trust <sup>(16)</sup>
Common Stock	2/6/2015		D <sup>(25)</sup>		637868	D	\$0	0	I	2011 Irrevocable Trust <sup>(16)</sup>

**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	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) On June 5, 2014, the Reporting Person gifted 3,700 shares.
- (2) 13,911 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").
- (3) On July 9, 2014, the Reporting Person's spouse gifted 618 shares.
- (4) Effective December 15, 2014, the Reporting Person was no longer married and disclaims beneficial ownership of all shares held by his former spouse.
- (5) On July 16, 2014, 700,000 shares were transferred from the Reporting Person's direct holdings to the J. Stuart Moore 2-Year GRAT III.
- (6) 6,123 of these securities represent shares of Sapient Common Stock underlying Sapient Restricted Stock Units.
- (7) On July 24, 2014, the Reporting Person gifted 646 shares.
- (8) On July 28, 2014, 85,629 shares were distributed to the Reporting Person's direct holdings from the J. Stuart Moore 2-Year GRAT pursuant to the terms of the GRAT.
- (9) On July 28, 2014, 86,464 shares were distributed to the Reporting Person's direct holdings from the J. Stuart Moore 2-Year GRAT II pursuant to the terms of the GRAT.
- (10) On October 14, 2014, the Reporting Person gifted 2,130 shares.

- ( 11) On October 16, 2014, 87,689 shares were distributed to the Reporting Person's direct holdings from the J. Stuart Moore 2-Year GRAT III pursuant to the terms of the GRAT.
- ( 12) On October 28, 2014, 86,284 shares were distributed to the Reporting Person's direct holdings from the J. Stuart Moore 2-Year GRAT pursuant to the terms of the GRAT.
- ( 13) On October 28, 2014, 87,125 shares were distributed to the Reporting Person's direct holdings from the J. Stuart Moore 2-Year GRAT II pursuant to the terms of the GRAT.
- ( 14) On November 23, 2014, 1,686,720 shares were transferred from the Reporting Person's direct holdings to the Reporting Person's spouse.
- ( 15) On November 23, 2014, 590,037 shares were transferred from the J. Stuart Moore Irrevocable Trust - 1996 to the Reporting Person's spouse.
- ( 16) The Reporting Person disclaims beneficial ownership of the shares held by this Trust.
- ( 17) On November 25, 2014, 4,927,927 shares were transferred from the J. Stuart Moore Remainder Trust - 1996 to the J. Stuart Moore Remainder Trust - 2014. The Reporting Person is neither trustee nor a beneficiary of the J. Stuart Moore Remainder Trust - 2014 and disclaims beneficial ownership of the shares held by the Trust.
- ( 18) On December 18, 2014, the Reporting Person gifted 720,000 shares to a charitable foundation.
- ( 19) On December 18, 2014, the Reporting Person's former spouse gifted 360,000 shares to a charitable foundation.
- ( 20) On December 19, 2014, the Reporting Person gifted 280,000 shares to a charitable gift fund.
- ( 21) On December 19, 2014, the Reporting Person's former spouse gifted 180,000 shares to a charitable gift fund.
- ( 22) On January 16, 2015, 50,070 shares were distributed to the Reporting Person's direct holdings from the J. Stuart Moore 2-Year GRAT III pursuant to the terms of the GRAT.
- ( 23) On January 28, 2015, 52,657 shares were distributed to the Reporting Person's direct holdings from the J. Stuart Moore 2-Year GRAT II pursuant to the terms of the GRAT.
- ( 24) On January 28, 2015, 52,149 shares were distributed to the Reporting Person's direct holdings from the J. Stuart Moore 2-Year GRAT pursuant to the terms of the GRAT.
- ( 25) 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.
- ( 26) 6,123 of these securities represent shares of Sapient Common Stock underlying Sapient 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>MOORE J STUART C/O SAPIENT CORPORATION  131 DARTMOUTH STREET BOSTON, MA 02116</b>	<b>X</b>			

**Signatures**

/s/ Kimberly C. Nuzum, as Attorney-in-Fact for J. Stuart Moore

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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