

**SAPIENT CORP**  
Reported by  
**GREENBERG JERRY A**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

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

|             |   |
|-------------|---|
| Address     | 131 DARTMOUTH ST.<br>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

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

OMB APPROVAL  
OMB Number: 3235-0287  
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[ X ] Check this box if no  
longer subject to Section 16.  
Form 4 or Form 5  
obligations may continue.  
See Instruction 1(b).

### 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 *            |         |          | 2. Issuer Name and Ticker or Trading Symbol       |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)  |  |  |
| <b>GREENBERG JERRY A</b>                             |         |          | <b>SAPIENT CORP [ SAPE ]</b>                      |  |  | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |   |  |  |
|  |         |          | <b>2/6/2015</b>                                   |  |  |   |  |  |
| <b>C/O SAPIENT CORPORATION, 131 DARTMOUTH STREET</b> |         |          | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |  |
| (Street)   |         |          |   |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person  |  |  |
| <b>BOSTON, MA 02116</b>                              |         |          |   |  |  | <input type="checkbox"/> Form filed by More than One Reporting Person   |  |  |
| (City) (State) (Zip)                                 |         |          |   |  |  |   |  |  |

**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                    | 7/17/2014      |                                   | G (1)                     | V | 1000000   | D          | \$0   | 5823919 (2)   | D  |   |
| Common Stock                    | 9/8/2014       |                                   | G (3)                     | V | 72965   | A          | \$0   | 5896884 (2)   | D  |   |
| Common Stock                    | 9/8/2014       |                                   | G (4)                     | V | 36567   | A          | \$0   | 5933451 (2)   | D  |   |
| Common Stock                    | 9/8/2014       |                                   | G (5)                     | V | 175817  | A          | \$0   | 3841710   | I  | JAG Remainder Trust 1996 (6)                          |
| Common Stock                    | 10/1/2014      |                                   | G (7)                     | V | 216056  | A          | \$0   | 6149507 (2)   | D  |   |
| Common Stock                    | 10/17/2014     |                                   | G (8)                     | V | 123659  | A          | \$0   | 6273166 (2)   | D  |   |
| Common Stock                    | 11/26/2014     |                                   | G (9)                     | V | 320000  | D          | \$0   | 5953166 (2)   | D  |   |
| Common Stock                    | 12/8/2014      |                                   | G (10)                    | V | 26295   | A          | \$0   | 5979461 (2)   | D  |   |
| Common Stock                    | 12/19/2014     |                                   | G (11)                    | V | 3841710   | D          | \$0   | 0   | I  | JAG Remainder Trust 1996 (6)                          |
| Common Stock                    | 12/19/2014     |                                   | G (11)                    | V | 3841710   | A          | \$0   | 3841710   | I  | JAG Remainder Trust - 2014 (6)                        |
| Common Stock                    | 1/20/2015      |                                   | G (12)                    | V | 70856   | A          | \$0   | 6050317 (2)   | D  |   |
| Common Stock                    | 2/6/2015       |                                   | D (13)                    |   | 6050317 (14)  | D          | \$25  | 0   | D  |   |
| Common Stock                    | 2/6/2015       |                                   | D (13)                    |   | 3841710   | D          | \$25  | 0   | I  | JAG Remainder Trust - 2014 (6)                        |
| Common Stock                    | 2/6/2015       |                                   |                           |   | 732800  | D          | \$25  | 0   | I  | JAG Family  |

**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 |   |  |   |
|                                 |                |                                   | D <sup>(13)</sup>         |   |   |            |       |   |  | Trust 2011 <sup>(6)</sup>                             |
| Common Stock                    | 2/6/2015       |                                   | D <sup>(13)</sup>         |   | 59827   | D          | \$25  | 0   | I  | JAG Family Trust 2004 <sup>(6)</sup>                  |
| Common Stock                    | 2/6/2015       |                                   | D <sup>(13)</sup>         |   | 290   | D          | \$25  | 0   | I  | Adi Greenberg Revocable Trust (spouse) <sup>(6)</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 July 17, 2014, 1,000,000 shares were transferred from the Reporting Person's direct holdings to the Jerry A. Greenberg GRAT - 2014.
- (2) 6,123 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 September 8, 2014, 72,965 shares were distributed to the Reporting Person's direct holdings from the Jerry A. Greenberg 3-Year GRAT - 2011 pursuant to the terms of the GRAT.
- (4) On September 8, 2014, 36,567 shares were distributed to the Reporting Person's direct holdings from the Jerry A. Greenberg 5-Year GRAT - 2011 pursuant to the terms of the GRAT.
- (5) On September 8, 2014, 175,817 shares were distributed to the Jerry A. Greenberg Remainder Trust - 1996 from the Jerry A. Greenberg 3-Year GRAT - 2011 pursuant to the terms of the GRAT.
- (6) The Reporting Person disclaims any and all beneficial ownership of the shares held by the Trust.
- (7) On October 1, 2014, 216,056 shares were distributed to the Reporting Person's direct holdings from the Jerry A. Greenberg 5-Year GRAT - 2010 pursuant to the terms of the GRAT.
- (8) On October 17, 2014, 123,659 shares were distributed to the Reporting Person's direct holdings from the Jerry A. Greenberg GRAT - 2014 pursuant to the terms of the GRAT.
- (9) On November 26, 2014, the Reporting Person gifted 320,000 shares to a charitable foundation.
- (10) On December 8, 2014, 26,295 shares were distributed to the Reporting Person's direct holdings from the Jerry A. Greenberg 5-Year GRAT - 2011 pursuant to the terms of the GRAT.
- (11) On December 19, 2014, Indirect holdings in the amount of 3,841,710 were transferred from the Jerry A. Greenberg Remainder Trust - 1996 to the Jerry A. Greenberg Remainder Trust - 2014.
- (12) On January 20, 2015, 70,856 shares were distributed to the Reporting Person's direct holdings from the Jerry A. Greenberg GRAT - 2014 pursuant to the terms of the GRAT.
- (13) 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.
- (14) 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>GREENBERG JERRY A<br/>C/O SAPIENT CORPORATION<br/><br/>131 DARTMOUTH STREET<br/>BOSTON, MA 02116</b> | <b>X</b>      |           |         |       |

**Signatures**

/s/ Kimberly C. Nuzum, as Attorney-in-Fact for Jerry A. Greenberg

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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