

# SAPIENT CORP

Reported by  
**ROSEN ROBERT L**

## 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

[ 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

|  |  |  |
|--|--|--|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>Rosen Robert L</b><br><br>(Last) (First) (Middle)<br><br><b>C/O SAPIENT CORPORATION</b><br><b>131 DARTMOUTH ST</b><br><br>(Street)<br><br><b>BOSTON, MA 02116</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>SAPIENT CORP [ SAPE ]</b><br><br><b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>2/6/2015</b></p> | <b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b><br><br><input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span><br>_____ Officer (give title below) <span style="float:right">_____ Other (specify below)</span> |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b><br><br>(MM/DD/YYYY)   |  | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                    | 2/6/2015       |                                   | D (1)                     |   | 221252 (2)  |            | 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 | Title   | Amount or Number of Shares |  |   |  |  |

**Explanation of Responses:**

- (1) Pursuant to the terms of the Agreement and Plan of Merger, dated as of November 1, 2014, among Sapien Corporation ("Sapien"), Publicis Groupe S.A. and 1926 Merger Sub Inc. (the "Merger Agreement"), on February 6, 2015, each share of Sapien common stock, par value \$0.01 ("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.
- (2) 6,123 of these securities represent shares of Sapien Common Stock underlying Sapien restricted stock units subject to time-based vesting ("Restricted Stock Units"). Pursuant to the Merger Agreement, on February 6, 2015, Sapien 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>Rosen Robert L</b><br><b>C/O SAPIENT CORPORATION 131 DARTMOUTH ST</b><br><b>BOSTON, MA 02116</b> | <b>X</b>      |           |         |       |

**Signatures**

/s/ Kimberly C. Nuzum, as Attorney-in-Fact for Robert L. Rosen

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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