

FAIR ISAAC CORP  
Form 4  
December 09, 2016

**FORM 4**

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DEAL RICHARD**

(Last) (First) (Middle)  
**181 METRO DRIVE**  
  
(Street)

**SAN JOSE, CA 95110**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**FAIR ISAAC CORP [FICO]**

3. Date of Earliest Transaction (Month/Day/Year)  
**12/08/2016**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director      \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below)      \_\_\_\_ Other (specify below)  
**Executive Vice President**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	12/08/2016		M		4,144	A	\$ 0	22,201	D
Common Stock	12/08/2016		M		3,312	A	\$ 0	25,513	D
Common Stock	12/08/2016		M		1,910	A	\$ 0	27,423	D
Common Stock	12/08/2016		M		3,051	A	\$ 0	30,474	D
Common Stock	12/08/2016		M		1,372	A	\$ 0	31,846	D

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Common Stock      12/08/2016      F      6,644<sup>(1)</sup>      D      \$ 121.48      25,202      D

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V      (A)      (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Market Share Units	<u>(2)</u>	12/08/2016		A	7,166 <u>(3)</u>	12/13/2016	<u>(4)</u>	Common Stock	7
Market Share Units	<u>(2)</u>	12/08/2016		A	4,144 <u>(5)</u>	12/08/2016	<u>(4)</u>	Common Stock	4
Market Share Units	<u>(2)</u>	12/08/2016		M	4,144	12/08/2016	<u>(4)</u>	Common Stock	4
Market Share Units	<u>(2)</u>	12/08/2016		A	3,312 <u>(6)</u>	12/08/2016	<u>(4)</u>	Common Stock	3
Market Share Units	<u>(2)</u>	12/08/2016		M	3,312	12/08/2016	<u>(4)</u>	Common Stock	3
Performance Share Units	<u>(7)</u>	12/08/2016		M	1,910	12/08/2015 <sup>(8)</sup>	<u>(4)</u>	Common Stock	1
Performance Share Units	<u>(7)</u>	12/08/2016		M	3,051	12/08/2016 <sup>(8)</sup>	<u>(4)</u>	Common Stock	3
Restricted Stock Units	<u>(9)</u>	12/08/2016		M	1,372	12/08/2016 <sup>(10)</sup>	<u>(4)</u>	Common Stock	1
Restricted Stock Units	<u>(9)</u>	12/08/2016		A	6,250	12/08/2017 <sup>(10)</sup>	<u>(4)</u>	Common Stock	6

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

DEAL RICHARD  
181 METRO DRIVE  
SAN JOSE, CA 95110

Executive Vice President

## Signatures

/s/Nancy E. Fraser,  
Attorney-in-fact

12/09/2016

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Shares withheld by Company for payment of taxes due at vesting from earned performance share units, earned market share units, and restricted stock units.
- (2) Each earned market share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.  

As previously reported in a prior Form 4 footnote, on December 13, 2013, the reporting person was granted a target award of 6,979 market share units. The award vests in three equal annual installments from the grant date based on the Company's satisfaction of certain performance criteria for each of the performance periods ending November 30, 2014, 2015 and 2016. The performance criteria for 2014 were met and reported, resulting in an award of 2,140 market share units which vested on December 13, 2014. The performance criteria for 2015 were met, resulting in the award of 4,652 market share units which vested on December 13, 2015. The performance criteria for 2016 were met, resulting in the award of 7,166 market share units that will vest on December 13, 2016.
- (3) No expiration date.  

As previously reported in a prior Form 4 footnote, on December 8, 2014, the reporting person was granted a target award of 6,215 market share units. The award is scheduled to vest in three equal annual installments from the grant date based on the Company's satisfaction of certain performance criteria for each of the performance periods ending November 30, 2015, 2016 and 2017. The performance criteria for 2015 were met, resulting in the award of 4,144 market share units which vested on 12/8/15. The performance criteria for 2016 were met, resulting in the award of 4,144 market share units which vest immediately.
- (4) On December 8, 2015, the reporting person was granted a target award of 5,488 market share units. The award vests in three equal annual installments from the grant date based on the Company's satisfaction of certain performance criteria for each of the performance periods ending November 30, 2016, 2017 and 2018. The performance criteria for 2016 were met and reported, resulting in an award of 3,312 market share units which vest immediately.
- (5) Each earned performance share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- (6) The performance share units vest in three equal annual installments commencing on this date and one share will be delivered to the reporting person for each vested unit as soon as practicable thereafter.
- (7) Each restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- (8) The restricted stock units vest in four equal annual installments commencing on this date and vested shares will be delivered to the reporting person as soon as practicable thereafter.
- (9) The restricted stock units vest in four equal annual installments commencing on this date and vested shares will be delivered to the reporting person as soon as practicable thereafter.
- (10)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.