

FAIR ISAAC CORP

Form 4

December 09, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Huyard Wayne Elliot

(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)  
12/08/2015

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)  
\_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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 12/08/2015                              |                                                             | M                                    | 6,668 A                                                                 | \$ 0 13,333                                                                                                        | D                                                                    |                                         |
| Common<br>Stock                       | 12/08/2015                              |                                                             | M                                    | 3,073 A                                                                 | \$ 0 16,406                                                                                                        | D                                                                    |                                         |
| Common<br>Stock                       | 12/08/2015                              |                                                             | F                                    | 4,670<br>(1) D                                                          | \$ 91.91 11,736                                                                                                    | D                                                                    |                                         |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

number.

**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                         | (2)                                                    | 12/08/2015                           |                                                    | A                              | 6,668 (3)                                                                               | 12/08/2015 (4)                                           | Common Stock 6,                                             |
| Market Share Units                         | (2)                                                    | 12/08/2015                           |                                                    | M                              | 6,668                                                                                   | 12/08/2015 (4)                                           | Common Stock 6,                                             |
| Performance Share Units                    | (5)                                                    | 12/08/2015                           |                                                    | M                              | 3,073                                                                                   | 12/08/2015(6) (4)                                        | Common Stock 3,                                             |
| Restricted Stock Units                     | (7)                                                    | 12/08/2015                           |                                                    | A                              | 8,400                                                                                   | 12/08/2016(8) (4)                                        | Common Stock 8,                                             |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships                    |
|--------------------------------------------------------------|----------------------------------|
|                                                              | Director 10% Owner Officer Other |
| Huyard Wayne Elliot<br>181 METRO DRIVE<br>SAN JOSE, CA 95110 | Executive Vice President         |

## Signatures

/s/Nancy E. Fraser,  
Attorney-in-fact 12/09/2015

\_\_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 and earned market shares units.
- (2) Each earned market share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.

- (3) On December 8, 2014, the reporting person was granted a target award of 10,000 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 6,668 market share units which vest immediately.

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- (4) No expiration date.
- (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.

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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