

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) August 22, 2023

FAIR ISAAC CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-11689
(Commission
File Number)

94-1499887
(IRS Employer
Identification No.)

5 West Mendenhall, Suite 105
Bozeman, Montana
(Address of principal executive offices)

59715
(Zip Code)

Registrant's telephone number, including area code 406-982-7276

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	FICO	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 22, 2023, Fair Isaac Corporation (the “Company”) elected Henry Tayloe Stansbury to the Board of Directors (the “Board”) of the Company as an independent director, effective immediately, to fill the vacancy resulting from the Board increasing the size of the Board from eight to nine members. Mr. Stansbury will serve until the Company’s next annual meeting of stockholders or until his successor is duly elected and qualified. Mr. Stansbury will also serve on the Audit Committee of the Board.

Mr. Stansbury has served as the Chief Executive Officer of Kaleidescape, Inc., a provider of high-end movie players and servers, since November 2020. Prior to that, Mr. Stansbury served as interim Chief Executive Officer of Watermark Insights, LLC, a provider of software solutions for higher education, from July 2020 to November 2020. From May 2009 to May 2019, Mr. Stansbury served in various roles at Intuit Inc., an accounting and tax software company, including Executive Vice President and Chief Technology Officer. Mr. Stansbury holds an A.B. in Applied Mathematics from Harvard University.

There are no arrangements or understandings between Mr. Stansbury and any other persons pursuant to which Mr. Stansbury was elected as a director of the Company. Mr. Stansbury has not engaged in any related person transactions (as defined in Item 404(a) of Regulation S-K) with the Company.

Mr. Stansbury will participate in the Company’s Compensation Program for Non-Employee Directors, as disclosed in the definitive proxy statement relating to the Company’s 2023 Annual Meeting of Stockholders, filed with the Securities and Exchange Commission on January 25, 2023. In connection with his election to the Board, on August 22, 2023, Mr. Stansbury received 50% of his initial award value of \$460,000 in non-qualified stock options and 50% in restricted stock units, which vest in increments of one-third on each of the first three anniversaries of his election to the Board.

Mr. Stansbury will also enter into the Company’s standard Indemnity Agreement with other directors, a copy of which was filed as Exhibit 10.49 to the Company’s Form 10-K for the fiscal year ended September 30, 2022.

A press release, dated August 24, 2023, announcing Mr. Stansbury’s election as a director is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	Description
99.1	Press release dated August 24, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FAIR ISAAC CORPORATION

By: /s/ MARK R. SCADINA

Mark R. Scadina

Executive Vice President, General Counsel and Corporate Secretary

Date: August 24, 2023

Tayloe Stansbury Joins FICO's Board of Directors**BOZEMAN, MT— August 24, 2023 – FICO (NYSE: FICO)**

Global analytics software firm FICO today announced that Tayloe Stansbury has joined its Board of Directors. Stansbury's appointment to the Board is effective August 22, 2023.

"We are excited to welcome Tayloe to the Board as a trusted advisor to FICO. His accomplished leadership and expertise in business and technology will be invaluable in helping guide FICO's success as we continue to drive innovative analytics solutions for our clients and execute on our business strategy," said Will Lansing, CEO of FICO.

Currently serving as the Chief Executive Officer of Kaleidescape, Inc., a provider of high-end movie players and servers, Stansbury has more than 35 years experience building scalable technology platforms and organizations across a number of leading companies. He previously served as interim CEO of Watermark Insights, LLC, a provider of software solutions for higher education. Before that, Stansbury also served in various roles at Intuit Inc. including Executive Vice President and Chief Technology Officer. From 2007 to 2009, Stansbury was the Chief Information Officer of VMware Inc., a leading provider of multi-cloud services for all apps, enabling digital innovation with enterprise control. Stansbury also held various roles at Ariba, Inc., including Executive Vice President of Products and Operations.

During the past five years, Stansbury served on the board of directors of public companies TCV Acquisition Corp., Coupa Software Incorporated, and Shutterfly, Inc. He also currently serves on the board of directors of private companies Watermark Insights, LLC and Kaleidescape, Inc.



About FICO

FICO (NYSE: FICO) powers decisions that help people and businesses around the world prosper. Founded in 1956, the company is a pioneer in the use of predictive analytics and data science to improve operational decisions. FICO holds more than 200 US and foreign patents on technologies that increase profitability, customer satisfaction and growth for businesses in financial services, insurance, telecommunications, health care, retail and many other industries. Using FICO solutions, businesses in nearly 120 countries do everything from protecting 2.6 billion payment cards from fraud, to improving financial inclusion, to increasing supply chain resiliency. The FICO® Score, used by 90% of top US lenders, is the standard measure of consumer credit risk in the US and other countries, improving risk management, credit access and transparency. Learn more at www.fico.com.

Learn more at <https://www.fico.com/en>.

Join the conversation at <https://twitter.com/fico> & <https://www.fico.com/blogs/>.

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Media

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