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

Form 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2017

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________ to __________

Commission File Number 1-11689

Fair Isaac Corporation
(Exact name of registrant as specified in its charter)

Delaware	**94-1499887**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
181 Metro Drive, Suite 700 San Jose, California	**95110-1346**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: 408-535-1500

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer	☒	Accelerated Filer	o
Non-Accelerated Filer	o	Smaller Reporting Company	o
		Emerging Growth Company	o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

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. o

The number of shares of common stock outstanding on April 14, 2017 was 30,965,124 (excluding 57,891,659 shares held by us as treasury stock).

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PART I – FINANCIAL INFORMATION

Item 1. ***Financial Statements***

FAIR ISAAC CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	March 31, 2017	September 30, 2016
	(In thousands, except par value data)	
Assets		
Current assets:		
Cash and cash equivalents	$ 115,848	$ 75,926
Accounts receivable, net	141,394	167,786
Prepaid expenses and other current assets	51,987	23,926
Total current assets	309,229	267,638
Marketable securities available for sale	12,224	11,016
Other investments	10,920	10,920
Property and equipment, net	42,728	45,122
Goodwill	792,420	798,415
Intangible assets, net	26,311	33,619
Deferred income taxes	47,761	47,598
Other assets	5,475	6,348
Total assets	$ 1,247,068	$ 1,220,676
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 18,692	$ 22,952
Accrued compensation and employee benefits	48,154	71,216
Other accrued liabilities	25,527	27,780
Deferred revenue	64,906	47,129
Current maturities on debt	107,000	77,000
Total current liabilities	264,279	246,077
Long-term debt	518,720	493,624
Other liabilities	36,968	34,147
Total liabilities	819,967	773,848
Commitments and contingencies		
Stockholders' equity:		
Preferred stock ($0.01 par value; 1,000 shares authorized; none issued and outstanding)	—	—
Common stock ($0.01 par value; 200,000 shares authorized, 88,857 shares issued and 30,962 and 30,935 shares outstanding at March 31, 2017 and September 30, 2016, respectively)	310	309
Paid-in-capital	1,162,936	1,185,076
Treasury stock, at cost (57,895 and 57,922 shares at March 31, 2017 and September 30, 2016, respectively)	(2,187,837)	(2,136,760)
Retained earnings	1,536,961	1,475,214
Accumulated other comprehensive loss	(85,269)	(77,011)
Total stockholders' equity	427,101	446,828
Total liabilities and stockholders' equity	$ 1,247,068	$ 1,220,676

See accompanying notes.

FAIR ISAAC CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
(Unaudited)

	Quarter Ended March 31,		Six Months Ended March 31,	
	2017	2016	2017	2016
	(In thousands, except per share data)			
Revenues:				
Transactional and maintenance	$ 161,249	$ 150,743	$ 314,909	$ 297,815
Professional services	41,284	39,342	84,827	73,494
License	25,845	16,593	48,242	35,445
Total revenues	228,378	206,678	447,978	406,754
Operating expenses:				
Cost of revenues *	72,131	62,298	142,128	124,491
Research and development	26,663	24,848	52,805	49,479
Selling, general and administrative *	86,231	77,501	171,445	156,339
Amortization of intangible assets *	3,312	3,507	6,632	7,087
Total operating expenses	188,337	168,154	373,010	337,396
Operating income	40,041	38,524	74,968	69,358
Interest expense, net	(6,578)	(6,815)	(12,750)	(13,539)
Other income (expense), net	(327)	435	(427)	101
Income before income taxes	33,136	32,144	61,791	55,920
Provision for income taxes	8,052	9,028	(1,194)	13,563
Net income	25,084	23,116	62,985	42,357
Other comprehensive income (loss):				
Foreign currency translation adjustments	6,089	(905)	(8,258)	(7,024)
Comprehensive income	$ 31,173	$ 22,211	$ 54,727	$ 35,333
Earnings per share:				
Basic	$ 0.81	$ 0.74	$ 2.03	$ 1.36
Diluted	$ 0.78	$ 0.72	$ 1.94	$ 1.31
Shares used in computing earnings per share:				
Basic	31,017	31,268	31,003	31,226
Diluted	32,260	32,262	32,398	32,349

* Cost of revenues and selling, general and administrative expenses exclude the amortization of intangible assets. See Note 4.

See accompanying notes.

FAIR ISAAC CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(Unaudited)
(In thousands, except per share data)

	Common Stock						
	Shares	Par Value	Paid-in-Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
Balance at September 30, 2016	**30,935**	**$ 309**	**$ 1,185,076**	**$ (2,136,760)**	**$ 1,475,214**	**$ (77,011)**	**$ 446,828**
Share-based compensation	—	—	29,231	—	—	—	29,231
Issuance of treasury stock under employee stock plans	633	7	(51,371)	23,564	—	—	(27,800)
Repurchases of common stock	(606)	(6)	—	(74,641)	—	—	(74,647)
Dividends paid	—	—	—	—	(1,238)	—	(1,238)
Net income	—	—	—	—	62,985	—	62,985
Foreign currency translation adjustments	—	—	—	—	—	(8,258)	(8,258)
Balance at March 31, 2017	**30,962**	**$ 310**	**$ 1,162,936**	**$ (2,187,837)**	**$ 1,536,961**	**$ (85,269)**	**$ 427,101**

See accompanying notes.

FAIR ISAAC CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended March 31,	
	2017	2016
	(In thousands)	
Cash flows from operating activities:		
Net income	$ 62,985	$ 42,357
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	18,236	15,168
Share-based compensation	29,231	28,300
Deferred income taxes	—	(2,056)
Tax effect from share-based payment arrangements	—	13,508
Provision for doubtful accounts, net	925	870
Net loss on sales of property and equipment	10	—
Changes in operating assets and liabilities:		
Accounts receivable	23,710	566
Prepaid expenses and other assets	(27,415)	532
Accounts payable	(3,534)	233
Accrued compensation and employee benefits	(22,671)	(9,836)
Other liabilities	(3,487)	(6,901)
Deferred revenue	21,407	9,593
Net cash provided by operating activities	99,397	92,334
Cash flows from investing activities:		
Purchases of property and equipment	(9,604)	(7,807)
Net cash used in investing activities	(9,604)	(7,807)
Cash flows from financing activities:		
Proceeds from revolving line of credit	79,000	44,000
Payments on revolving line of credit	(24,000)	(41,000)
Proceeds from issuance of treasury stock under employee stock plans	9,114	6,757
Taxes paid related to net share settlement of equity awards	(36,914)	(25,881)
Dividends paid	(1,238)	(1,245)
Repurchases of common stock	(74,647)	(68,390)
Net cash used in financing activities	(48,685)	(85,759)
Effect of exchange rate changes on cash	(1,186)	486
Increase (decrease) in cash and cash equivalents	39,922	(746)
Cash and cash equivalents, beginning of period	75,926	86,120
Cash and cash equivalents, end of period	$ 115,848	$ 85,374
Supplemental disclosures of cash flow information:		
Cash paid for income taxes, net of refunds	$ 21,557	$ 2,648
Cash paid for interest	$ 12,377	$ 13,273
Supplemental disclosures of non-cash investing and financing activities:		
Purchase of property and equipment included in accounts payable	$ 2,757	$ 1,028

See accompanying notes.

FAIR ISAAC CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Nature of Business

Fair Isaac Corporation

Incorporated under the laws of the State of Delaware, Fair Isaac Corporation ("FICO") is a provider of analytic, software and data management products and services that enable businesses to automate, improve and connect decisions. FICO provides a range of analytical solutions, credit scoring and credit account management products and services to banks, credit reporting agencies, credit card processing agencies, insurers, retailers, telecommunications providers, pharmaceutical companies, healthcare organizations, public agencies and organizations in other industries.

In these condensed consolidated financial statements, Fair Isaac Corporation is referred to as "FICO," "we," "us," "our," or "the Company."

Principles of Consolidation and Basis of Presentation

We have prepared the accompanying unaudited interim condensed consolidated financial statements in accordance with the instructions to Form 10-Q and the applicable accounting guidance. Consequently, we have not necessarily included in this Form 10-Q all information and footnotes required for audited financial statements. In our opinion, the accompanying unaudited interim condensed consolidated financial statements in this Form 10-Q reflect all adjustments (consisting only of normal recurring adjustments, except as otherwise indicated) necessary for a fair presentation of our financial position and results of operations. These unaudited condensed consolidated financial statements and notes thereto should be read in conjunction with our audited consolidated financial statements and notes thereto presented in our Annual Report on Form 10-K for the year ended September 30, 2016. The interim financial information contained in this report is not necessarily indicative of the results to be expected for any other interim period or for the entire fiscal year.

The condensed consolidated financial statements include the accounts of FICO and its subsidiaries. All intercompany accounts and transactions have been eliminated.

Use of Estimates

We make estimates and assumptions that affect the amounts reported in the financial statements and the disclosures made in the accompanying notes. For example, we use estimates in determining the collectibility of accounts receivable; the appropriate levels of various accruals; labor hours in connection with fixed-fee service contracts; the amount of our tax provision and the realizability of deferred tax assets. We also use estimates in determining the remaining economic lives and carrying values of acquired intangible assets, property and equipment, and other long-lived assets. In addition, we use assumptions to estimate the fair value of reporting units and share-based compensation. Actual results may differ from our estimates.

New Accounting Pronouncements

Recently Adopted Accounting Pronouncements

Effective October 1, 2016, we early adopted ASU No. 2016-09, "*Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*" ("ASU 2016-09"). ASU 2016-09 simplifies several aspects of the accounting for share-based payment transactions, including income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. As a result of the adoption, we recognized $3.6 million and $20.9 million of excess tax benefits related to share-based payments in our provision for income taxes for the quarter and six months ended March 31, 2017, respectively. These items were historically recorded as additional paid-in capital. We elected to apply the change retrospectively in presentation to our condensed consolidated statements of cash flows and no longer classified the excess tax benefits from employee stock plans as a reduction from operating cash flows, which resulted in increases to both net cash provided by operating activities and net cash used in financing activities of $14.0 million for the six months ended March 31, 2016. Our adoption of ASU 2016-09 also impacted the calculation of diluted weighted-average shares under the treasury stock method as we no longer increase or decrease the assumed proceeds from an employee vesting in, or exercising, a share-based payment award by the amount of excess tax benefits or deficiencies taken to additional paid-in capital. For the quarter and six months ended March 31, 2017, the impact was immaterial. Given our historical practice of including employee withholding taxes paid within financing activities in the statement of cash flows, no prior period reclassifications are required by the clarifications on classification provided by ASU 2016-09. Furthermore, we elected to continue to estimate expected forfeitures of employee equity awards to determine the amount of compensation expense to be recognized in each period.

Effective October 1, 2016, we retrospectively adopted ASU No. 2015-03, "*Simplifying the Presentation of Debt Issuance*" ("ASU 2015-03"). ASU 2015-03 requires an entity to present debt issuance costs related to a recognized debt liability, other than those relating to line-of-credit arrangements, in the balance sheet as a direct deduction from the related debt liability rather than as an asset. As a result of the adoption, at March 31, 2017, the amount of debt issuance costs reflected as a deduction of long-term debt was $0.3 million. At September 30, 2016, the amount of debt issuance costs reclassified from other assets to a deduction of long-term debt was $0.4 million.

Recent Accounting Pronouncements Not Yet Adopted

In May 2014, the Financial Accounting Standards Board ("FASB") issued ASU No. 2014-09, "*Revenue from Contracts with Customers (Topic 606)*" ("ASU 2014-09"). ASU 2014-09 requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. ASU 2014-09 will replace most existing revenue recognition guidance in U.S. Generally Accepted Accounting Principles when it becomes effective and permits the use of either the retrospective or cumulative effect transition method. The guidance also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts. In August 2015, the FASB issued ASU No. 2015-14, "*Deferral of the Effective Date*" ("ASU 2015-14"), which defers the effective date for ASU 2014-09 by one year. For public entities, the guidance in ASU 2014-09 will be effective for annual reporting periods beginning after December 15, 2017 (including interim reporting periods within those periods), which means it will be effective for our fiscal year beginning October 1, 2018. Early adoption is permitted to the original effective date of December 15, 2016 (including interim reporting periods within those periods). In March 2016, the FASB issued ASU No. 2016-08, "*Principal versus Agent Considerations (Reporting Revenue versus Net)*" ("ASU 2016-08"), which clarifies the implementation guidance on principal versus agent considerations in the new revenue recognition standard. In April 2016, the FASB issued ASU No. 2016-10, "*Identifying Performance Obligations and Licensing*" ("ASU 2016-10"), which reduces the complexity when applying the guidance for identifying performance obligations and improves the operability and understandability of the license implementation guidance. In May 2016, the FASB issued ASU No. 2016-12 "*Narrow-Scope Improvements and Practical Expedients*" ("ASU 2016-12"), which amends the guidance on transition, collectability, noncash consideration and the presentation of sales and other similar taxes. In December 2016, the FASB further issued ASU 2016-20, "*Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers*" ("ASU 2016-20"), which makes minor corrections or minor improvements to the Codification that are not expected to have a significant effect on current accounting practice or create a significant administrative cost to most entities. The amendments are intended to address implementation issues that were raised by stakeholders and provide additional practical expedients to reduce the cost and complexity of applying the new revenue standard. These amendments have the same effective date as the new revenue standard. Preliminarily, we plan to adopt Topic 606 in the first quarter of our fiscal 2019 using the retrospective transition method, and are continuing to evaluate the impact our pending adoption of Topic 606 will have on our consolidated financial statements.

In October 2016, the FASB issued ASU No. 2016-16, "*Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory*" ("ASU 2016-16"). ASU 2016-16 requires an entity to recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. The guidance is effective for fiscal years and interim periods beginning after December 15, 2017, which means it will be effective for our fiscal year beginning October 1, 2018. ASU 2016-16 should be applied on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings at the beginning of the period of adoption. Early adoption is permitted in the first interim period of an entity's annual financial statements. We are currently evaluating the timing of our adoption and the impact that the updated standard will have on our consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, "*Leases (Topic 842)*" ("ASU 2016-02"), which requires lessees to put most leases on their balance sheets but recognize the expenses on their income statements in a manner similar to current practice. ASU 2016-02 states that a lessee would recognize a lease liability for the obligation to make lease payments and a right-to-use asset for the right to use the underlying asset for the lease term. ASU 2016-02 is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2018, which means it will be effective for our fiscal year beginning October 1, 2019. Early adoption is permitted. We are currently evaluating the timing of our adoption and the impact that the updated standard will have on our consolidated financial statements.

2. Fair Value Measurements

Fair value is defined as the price that would be received from the sale of an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The accounting guidance establishes a three-level hierarchy for disclosure that is based on the extent and level of judgment used to estimate the fair value of assets and liabilities.

- Level 1 - uses unadjusted quoted prices that are available in active markets for identical assets or liabilities. Our Level 1 assets are comprised of money market funds and certain equity securities.
- Level 2 - uses inputs other than quoted prices included in Level 1 that are either directly or indirectly observable through correlation with market data. These include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; and inputs to valuation models or other pricing methodologies that do not require significant judgment because the inputs used in the model, such as interest rates and volatility, can be corroborated by readily observable market data. We do not have any assets that are valued using inputs identified under a Level 2 hierarchy as of March 31, 2017 and September 30, 2016.
- Level 3 - uses one or more significant inputs that are unobservable and supported by little or no market activity, and that reflect the use of significant management judgment. Level 3 assets and liabilities include those whose fair value measurements are determined using pricing models, discounted cash flow methodologies or similar valuation techniques, and significant management judgment or estimation. We do not have any assets or liabilities that are valued using inputs identified under a Level 3 hierarchy as of March 31, 2017 and September 30, 2016.

The following tables represent financial assets that we measured at fair value on a recurring basis at March 31, 2017 and September 30, 2016:

March 31, 2017	Active Markets for Identical Instruments (Level 1)	Fair Value as of March 31, 2017
	(In thousands)	
Assets:		
Cash equivalents (1)	$ 441	$ 441
Marketable securities (2)	12,224	12,224
Total	$ 12,665	$ 12,665

September 30, 2016	Active Markets for	Fair Value as of September

	Identical Instruments (Level 1)	30, 2016
	(In thousands)	
Assets:		
Cash equivalents (1)	$ 440	$ 440
Marketable securities (2)	11,016	11,016
Total	$ 11,456	$ 11,456

(1) Included in cash and cash equivalents on our condensed consolidated balance sheet at March 31, 2017 and September 30, 2016. Not included in these tables are cash deposits of $115.4 million and $75.5 million at March 31, 2017 and September 30, 2016, respectively.

(2) Represents securities held under a supplemental retirement and savings plan for senior management employees, which are distributed upon termination or retirement of the employees. Included in marketable securities available for sale on our condensed consolidated balance sheet at March 31, 2017 and September 30, 2016.

Where applicable, we use quoted prices in active markets for identical assets or liabilities to determine fair value. This pricing applies to our Level 1 investments. To the extent quoted prices in active markets for assets or liabilities are not available, the valuation techniques used to measure the fair values of our financial assets incorporate market inputs, which include reported trades, broker/dealer quotes, benchmark yields, issuer spreads, benchmark securities and other inputs derived from or corroborated by observable market data. This methodology would apply to our Level 2 investments. We have not changed our valuation techniques in measuring the fair value of any financial assets and liabilities during the period.

For the fair value of our derivative instruments and senior notes, see Note 3 and Note 7, respectively.

3. Derivative Financial Instruments

We use derivative instruments to manage risks caused by fluctuations in foreign exchange rates. The primary objective of our derivative instruments is to protect the value of foreign-currency-denominated receivable and cash balances from the effects of volatility in foreign exchange rates that might occur prior to conversion to their respective functional currencies. We principally utilize foreign currency forward contracts, which enable us to buy and sell foreign currencies in the future at fixed exchange rates and economically offset changes in foreign exchange rates. We routinely enter into contracts to offset exposures denominated in the British pound and Euro.

Foreign-currency-denominated receivable and cash balances are remeasured at foreign exchange rates in effect on the balance sheet date with the effects of changes in foreign exchange rates reported in other income (expense), net. The forward contracts are not designated as hedges and are marked to market through other income (expense), net. Fair value changes in the forward contracts help mitigate the changes in the value of the remeasured receivable and cash balances attributable to changes in foreign exchange rates. The forward contracts are short-term in nature and typically have average maturities at inception of less than three months.

The following tables summarize our outstanding foreign currency forward contracts, by currency, at March 31, 2017 and September 30, 2016:

	March 31, 2017			
	Contract Amount			Fair Value
	Foreign Currency		US$	US$
	(In thousands)			
Sell foreign currency:				
Euro (EUR)	EUR	5,700	$ 6,113	$ —
Buy foreign currency:				
British pound (GBP)	GBP	4,479	$ 5,600	$ —

	September 30, 2016			
	Contract Amount			Fair Value
	Foreign Currency		US$	US$
	(In thousands)			
Sell foreign currency:				
Euro (EUR)	EUR	7,850	$ 8,743	$ —
Buy foreign currency:				
British pound (GBP)	GBP	7,721	$ 10,000	$ —

The foreign currency forward contracts were entered into on March 31, 2017 and September 30, 2016, respectively; therefore, their fair value was $0 on each of these dates.

Gains (losses) on derivative financial instruments are recorded in our condensed consolidated statements of income and comprehensive income as a component of other income (expense), net, and consisted of the following:

	Quarter Ended March 31,		Six Months Ended March 31,	
	2017	2016	2017	2016
	(In thousands)			
Gains (losses) on foreign currency forward contracts	$ 55	$ (956)	$ (505)	$ (1,255)

4. Goodwill and Intangible Assets

Amortization expense associated with our intangible assets, which has been reflected as a separate operating expense caption within the accompanying condensed consolidated statements of income and comprehensive income, consisted of the following:

	Quarter Ended March 31,		Six Months Ended March 31,	
	2017	2016	2017	2016
	(In thousands)			
Cost of revenues	$ 1,687	$ 1,840	$ 3,373	$ 3,747
Selling, general and administrative expenses	1,625	1,667	3,259	3,340
	$ 3,312	$ 3,507	$ 6,632	$ 7,087

Cost of revenues reflects our amortization of completed technology and selling, general and administrative expenses reflects our amortization of other intangible assets. Intangible assets, gross were $147.8 million and $149.4 million as of March 31, 2017 and September 30, 2016, respectively.

Estimated future intangible asset amortization expense associated with intangible assets existing at March 31, 2017 was as follows (in thousands):

Year Ended September 30,	
2017 (excluding the six months ended March 31, 2017)	$ 5,923
2018	6,254
2019	5,741
2020	3,555
2021	2,382
Thereafter	2,456
	$ 26,311

The following table summarizes changes to goodwill during the six months ended March 31, 2017, both in total and as allocated to our segments:

	Applications	Scores	Decision Management Software	Total
	(In thousands)			
Balance at September 30, 2016	$ 582,720	$ 146,648	$ 69,047	$ 798,415
Foreign currency translation adjustment	(5,538)	—	(457)	(5,995)
Balance at March 31, 2017	$ 577,182	$ 146,648	$ 68,590	$ 792,420

5. Composition of Certain Financial Statement Captions

The following table summarizes property and equipment, and the related accumulated depreciation and amortization, at March 31, 2017 and September 30, 2016:

	March 31, 2017	September 30, 2016
	(In thousands)	
Property and equipment	$ 127,721	$ 126,760
Less: accumulated depreciation and amortization	(84,993)	(81,638)
	$ 42,728	$ 45,122

6. Revolving Line of Credit

We have a $400 million unsecured revolving line of credit with a syndicate of banks that expires on December 30, 2019. Proceeds from the credit facility can be used for working capital and general corporate purposes and may also be used for the refinancing of existing debt, acquisitions and the repurchase of our common stock. Interest on amounts borrowed under the credit facility is based on (i) a base rate, which is the greater of (a) the prime rate, (b) the Federal Funds rate plus 0.500% and (c) the one-month LIBOR rate plus 1.000%, plus, in each case, an applicable margin, or (ii) an adjusted LIBOR rate plus an applicable margin. The applicable margin for base rate borrowings ranges from 0% to 0.875% and for LIBOR borrowings ranges from 1.000% to 1.875%, and is determined based on our consolidated leverage ratio. In addition, we must pay credit facility fees. The credit facility contains certain restrictive covenants including maintaining a minimum fixed charge ratio of 2.5 and a maximum consolidated leverage ratio of 3.0, subject to a step up to 3.5 following certain permitted acquisitions. The credit agreement also contains other covenants typical of unsecured facilities. As of March 31, 2017, we had $310.0 million in borrowings outstanding at a weighted average interest rate of 2.326%, of which $275.0 million was classified as a long-term liability and recorded in long-term debt within the accompanying condensed consolidated balance sheets. We were in compliance with all financial covenants under this credit facility as of March 31, 2017.

7. Senior Notes

On May 7, 2008, we issued $275 million of senior notes in a private placement to a group of institutional investors (the “2008 Senior Notes”). The 2008 Senior Notes were issued in four series with maturities ranging from 5 to 10 years. The outstanding 2008 Senior Notes’ weighted average interest rate is 7.2% and the weighted average maturity is 10.0 years. On July 14, 2010, we issued $245 million of senior notes in a private placement to a group of institutional investors (the “2010 Senior Notes” and, with the 2008 Senior Notes, the “Senior Notes”). The 2010 Senior Notes were issued in four series with maturities ranging from 6 to 10 years. The outstanding 2010 Senior Notes’ weighted average interest rate is 5.4% and the weighted average maturity is 8.7 years. The Senior Notes require interest payments semi-annually and contain certain restrictive covenants, including the maintenance of consolidated net debt to consolidated EBITDA ratio and a fixed charge coverage ratio. The purchase agreements for the Senior Notes also contain certain covenants typical of unsecured facilities. As of March 31, 2017, we were in compliance with all financial covenants.

The following table presents the carrying amounts and fair values for the Senior Notes at March 31, 2017 and September 30, 2016:

	March 31, 2017		September 30, 2016	
	Carrying Amounts	Fair Value	Carrying Amounts (1)	Fair Value (1)
	(In thousands)			
The 2008 Senior Notes	$ 131,000	$ 136,675	$ 131,000	$ 139,902
The 2010 Senior Notes	185,000	191,669	185,000	195,715
Debt issuance costs	(280)	(280)	(376)	(376)
Total	$ 315,720	$ 328,064	$ 315,624	$ 335,241

(1) Balances as of September 30, 2016 have been recast as a result of the adoption of ASU 2015-03 to present debt issuance costs of $0.4 million as a direct deduction from the carrying amount of the Senior Notes.

We measure the fair value of the Senior Notes based on Level 2 inputs, which include quoted market prices and interest rate spreads of similar securities.

8. Restructuring Expenses

The following table summarizes our restructuring accruals related to certain FICO facility closures. The current portion and non-current portion is recorded in other accrued current liabilities and other long-term liabilities, respectively, within the accompanying condensed consolidated balance sheets. The balance for all the facilities charges will be paid by the end of our fiscal 2020.

	Accrual at September 30, 2016	Cash Payments	Accrual at March 31, 2017
		(In thousands)	
Facilities charges	$ 9,233	$ (1,458)	$ 7,775
Less: current portion	(4,266)		(3,856)
Non-current	$ 4,967		$ 3,919

9. Income Taxes

Effective Tax Rate

The effective income tax rate was 24.3% and 28.1% during the quarters ended March 31, 2017 and 2016, respectively and (1.9)% and 24.3% during the six months ended March 31, 2017 and 2016, respectively. The provision for income taxes during interim quarterly reporting periods is based on our estimates of the effective tax rates for the full fiscal year. The effective tax rate in any quarter can also be affected positively or negatively by adjustments that are required to be reported in the specific quarter of resolution. The effective tax rate for the six months ended March 31, 2017 was significantly impacted by the recording of excess tax benefits relating to stock awards that vested in December 2016. As a result of the adoption of ASU 2016-09 on October 1, 2016, we no longer record excess tax benefits as an increase to additional paid-in capital, but record such excess tax benefits on a prospective basis as a reduction of income tax expense, which amounted to $20.9 million for the six months ended March 31, 2017. We also anticipate the potential for increased periodic volatility in future effective tax rates as the impact of the continued application of ASU 2016-09 is dependent upon our future grants of stock-based compensation, our future stock price in relation to the fair value of awards on grant date and the exercise behavior of our stock option holders.

The total unrecognized tax benefit for uncertain tax positions is estimated to be approximately $7.5 million and $6.8 million at March 31, 2017 and September 30, 2016, respectively. We recognize interest expense related to unrecognized tax benefits and penalties as part of the provision for income taxes in our condensed consolidated statements of income and comprehensive income. We have accrued interest of $0.4 million and $0.3 million related to unrecognized tax benefits as of March 31, 2017 and September 30, 2016, respectively.

10. Earnings per Share

The following table presents reconciliations for the numerators and denominators of basic and diluted earnings per share (“EPS”) for the quarters and six months ended March 31, 2017 and 2016:

	Quarter Ended March 31,		Six Months Ended March 31,	
	2017	2016	2017	2016
	(In thousands, except per share data)			
Numerator for diluted and basic earnings per share:				
Net Income	$ 25,084	$ 23,116	$ 62,985	$ 42,357
Denominator - share:				
Basic weighted-average shares	31,017	31,268	31,003	31,226
Effect of dilutive securities	1,243	994	1,395	1,123
Diluted weighted-average shares	32,260	32,262	32,398	32,349
Earnings per share:				
Basic	$ 0.81	$ 0.74	$ 2.03	$ 1.36
Diluted	$ 0.78	$ 0.72	$ 1.94	$ 1.31

We exclude the options to purchase shares of common stock in the computation of the diluted EPS where the exercise price of the options exceeds the average market price of our common stock as their inclusion would be antidilutive. There were approximately 34,000 and 21,000 options excluded for the quarters ended March 31, 2017 and 2016, respectively. There were approximately 17,000 and 18,000 options excluded for the six months ended March 31, 2017 and 2016, respectively.

11. Segment Information

We are organized into the following three operating segments, each of which is a reportable segment, to align with internal management of our worldwide business operations based on product offerings.

- *Applications*. This segment includes pre-configured decision management applications designed for a specific type of business problem or process — such as marketing, account origination, customer management, fraud, collections and insurance claims management — as well as associated professional services. These applications are available to our customers as on-premises software, and many are available as hosted, software-as-a-service (“SaaS”) applications through the FICO® Analytic Cloud.
- *Scores*. This segment includes our business-to-business scoring solutions, our myFICO® solutions for consumers and associated professional services. Our scoring solutions give our clients access to analytics that can be easily integrated into their transaction streams and decision-making processes. Our scoring solutions are distributed through major credit reporting agencies, as well as services through which we provide our scores to clients directly.
- *Decision Management Software*. This segment is composed of analytic and decision management software tools that clients can use to create their own custom decision management applications, our new FICO® Decision Management Suite, as well as associated professional services. These tools are available to our customers as on-premises software or through the FICO® Analytic Cloud.

Our Chief Executive Officer evaluates segment financial performance based on segment revenues and segment operating income. Segment operating expenses consist of direct and indirect costs principally related to personnel, facilities, consulting, travel and depreciation. Indirect costs are allocated to the segments generally based on relative segment revenues, fixed rates established by management based upon estimated expense contribution levels and other assumptions that management considers reasonable. We do not allocate broad-based incentive expense, share-based compensation expense, restructuring expense, amortization expense, various corporate charges and certain other income and expense measures to our segments. These income and expense items are not allocated because they are not considered in evaluating the segment’s operating performance. Our Chief Executive Officer does not evaluate the financial performance of each segment based on its respective assets, nor capital expenditures where depreciation amounts are allocated to the segments from their internal cost centers as described above.

The following tables summarize segment information for the quarters and six months ended March 31, 2017 and 2016:

	Quarter Ended March 31, 2017				
	Applications	Scores	Decision Management Software	Unallocated Corporate Expenses	Total
			(In thousands)		
Segment revenues:					
Transactional and maintenance	$ 86,013	$ 63,628	$ 11,608	$ —	$ 161,249
Professional services	32,640	994	7,650	—	41,284
License	15,684	811	9,350	—	25,845
Total segment revenues	134,337	65,433	28,608	—	228,378
Segment operating expense	(99,454)	(14,484)	(31,152)	(25,223)	(170,313)
Segment operating income (loss)	$ 34,883	$ 50,949	$ (2,544)	$ (25,223)	58,065
Unallocated share-based compensation expense					(14,712)
Unallocated amortization expense					(3,312)
Operating income					40,041
Unallocated interest expense, net					(6,578)
Unallocated other expense, net					(327)
Income before income taxes					$ 33,136
Depreciation expense	$ 3,959	$ 236	$ 1,202	$ 341	$ 5,738

	Quarter Ended March 31, 2016				
	Applications	Scores	Decision Management Software	Unallocated Corporate Expenses	Total
	(In thousands)				
Segment revenues:					
Transactional and maintenance	$ 80,751	$ 59,265	$ 10,727	$ —	$ 150,743
Professional services	31,719	1,112	6,511	—	39,342
License	9,447	739	6,407	—	16,593
Total segment revenues	121,917	61,116	23,645	—	206,678
Segment operating expense	(87,955)	(14,090)	(27,120)	(21,882)	(151,047)
Segment operating income (loss)	$ 33,962	$ 47,026	$ (3,475)	$ (21,882)	55,631
Unallocated share-based compensation expense					(13,600)
Unallocated amortization expense					(3,507)
Operating income					38,524
Unallocated interest expense, net					(6,815)
Unallocated other expense, net					435
Income before income taxes					$ 32,144
Depreciation expense	$ 2,708	$ 185	$ 1,000	$ 327	$ 4,220

	Six Months Ended March 31, 2017				
	Applications	Scores	Decision Management Software	Unallocated Corporate Expenses	Total
	(In thousands)				
Segment revenues:					
Transactional and maintenance	$ 170,894	$ 121,880	$ 22,135	$ —	$ 314,909
Professional services	66,981	1,515	16,331	—	84,827
License	31,227	1,420	15,595	—	48,242
Total segment revenues	269,102	124,815	54,061	—	447,978
Segment operating expense	(199,251)	(27,803)	(60,237)	(49,856)	(337,147)
Segment operating income (loss)	$ 69,851	$ 97,012	$ (6,176)	$ (49,856)	110,831
Unallocated share-based compensation expense					(29,231)
Unallocated amortization expense					(6,632)
Operating income					74,968
Unallocated interest expense, net					(12,750)
Unallocated other expense, net					(427)
Income before income taxes					$ 61,791
Depreciation expense	$ 7,827	$ 502	$ 2,328	$ 690	$ 11,347

	Six Months Ended March 31, 2016				
	Applications	Scores	Decision Management Software	Unallocated Corporate Expenses	Total
	(In thousands)				
Segment revenues:					
Transactional and maintenance	$ 161,734	$ 114,482	$ 21,599	$ —	$ 297,815
Professional services	58,845	1,860	12,789	—	73,494
License	21,479	776	13,190	—	35,445
Total segment revenues	242,058	117,118	47,578	—	406,754
Segment operating expense	(175,392)	(28,259)	(52,414)	(45,944)	(302,009)
Segment operating income (loss)	$ 66,666	$ 88,859	$ (4,836)	$ (45,944)	104,745
Unallocated share-based compensation expense					(28,300)
Unallocated amortization expense					(7,087)
Operating income					69,358
Unallocated interest expense, net					(13,539)
Unallocated other expense, net					101
Income before income taxes					$ 55,920
Depreciation expense	$ 5,452	$ 362	$ 1,635	$ 632	$ 8,081

12. Contingencies

We are in disputes with certain customers regarding amounts owed in connection with the sale of certain of our products and services. We also have had claims asserted by former employees relating to compensation and other employment matters. We are also involved in various other claims and legal actions arising in the ordinary course of business. We record litigation accruals for legal matters which are both probable and estimable. For legal proceedings for which there is a reasonable possibility of loss (meaning those losses for which the likelihood is more than remote but less than probable), we have determined we do not have material exposure on an aggregate basis.

Item 2. ***Management's Discussion and Analysis of Financial Condition and Results of Operations***

FORWARD LOOKING STATEMENTS

Statements contained in this report that are not statements of historical fact should be considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In addition, certain statements in our future filings with the Securities and Exchange Commission ("SEC"), in press releases, and in oral and written statements made by us or with our approval that are not statements of historical fact constitute forward-looking statements within the meaning of the Act. Examples of forward-looking statements include, but are not limited to: (i) projections of revenue, income or loss, earnings or loss per share, the payment or nonpayment of dividends, capital structure and other statements concerning future financial performance; (ii) statements of our plans and objectives by our management or Board of Directors, including those relating to products or services, research and development, and the sufficiency of capital resources; (iii) statements of assumptions underlying such statements, including those related to economic conditions; (iv) statements regarding business relationships with vendors, customers or collaborators, including the proportion of revenues generated from international as opposed to domestic customers; and (v) statements regarding products, their characteristics, performance, sales potential or effect in the hands of customers. Words such as "believes," "anticipates," "expects," "intends," "targeted," "should," "potential," "goals," "strategy," and similar expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements. Forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from those in such statements. Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to, those described in Part II, Item 1A, Risk Factors. The performance of our business and our securities may be adversely affected by these factors and by other factors common to other businesses and investments, or to the general economy. Forward-looking statements are qualified by some or all of these risk factors. Therefore, you should consider these risk factors with caution and form your own critical and independent conclusions about the likely effect of these risk factors on our future performance. Such forward-looking statements speak only as of the date on which statements are made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made to reflect the occurrence of unanticipated events or circumstances. Readers should carefully review the disclosures and the risk factors described in this and other documents we file from time to time with the SEC, including our reports on Forms 10-Q and 8-K to be filed by us in fiscal 2017.

OVERVIEW

We provide products and services that enable businesses to automate, improve and connect decisions across the enterprise, an approach we commonly refer to as decision management. Our predictive analytics, which includes the industry-standard FICO® Score, and our decision management systems power hundreds of billions of customer decisions each year. We help thousands of companies in over 100 countries use our decision management technology to target and acquire customers more efficiently, increase customer value, reduce fraud and credit losses, lower operating expenses, and enter new markets more profitably. Most leading banks and credit card issuers rely on our solutions, as do insurers, retailers, telecommunications providers, pharmaceutical companies, healthcare organizations, public agencies and organizations in other industries. We also serve consumers through online services that enable people to purchase and understand their FICO® Scores, the standard measure in the U.S. of consumer credit risk, empowering them to manage their financial health. Most of our solutions address customer engagement, including customer acquisition, customer servicing and management, and customer protection. We also help businesses improve noncustomer decisions such as transaction and claims processing. Our solutions enable users to make decisions that are more precise, consistent and agile, and that systematically advance business goals. This helps our clients to reduce the cost of doing business, increase revenues and profitability, reduce losses from risks and fraud, and increase customer loyalty.

We derive a significant portion of our revenues from clients outside the United States. International revenues accounted for 37% and 35% of total consolidated revenues for the quarters ended March 31, 2017 and 2016, respectively, and 36% and 34% of total consolidated revenues for the six months ended March 31, 2017 and 2016, respectively. A significant portion of our revenues are derived from the sale of products and services within the banking (including consumer credit) industry, and 72% of our revenues were derived from within the same industry during the quarters ended March 31, 2017 and 2016, and 74% of our revenues were derived from within this industry during the six months ended March 31, 2017 and 2016. In addition, we derive a significant share of revenue from transactional or unit-based software license fees, transactional fees derived under scoring, network service or internal hosted software arrangements, annual software maintenance fees and annual license fees under long-term software license arrangements. Arrangements with transactional or unit-based pricing accounted for 71% and 73% of our revenues during the quarters ended March 31, 2017 and 2016, respectively. Arrangements with transactional or unit-based pricing accounted for 70% and 73% of our revenues during the six months ended March 31, 2017 and 2016, respectively.

Operating income increased to $40.0 million and $75.0 million during the quarter and six months ended March 31, 2017, respectively, from $38.5 million and $69.4 million during the quarter and six months ended March 31, 2016, respectively. For our Scores segment, we continue to drive growth in both revenue and operating margin with our industry leading business-to-business FICO® Scores expanding further into the larger, faster growing U.S. consumer market. Scores revenue increased to $65.4 million and $124.8 million during the quarter and six months ended March 31, 2017, respectively, from $61.1 million and $117.1 million during the quarter and six months ended March 31, 2016, respectively, a 7% increase quarter over quarter and year-to-date period over period. Scores operating income increased to $50.9 million and $97.0 million during the quarter and six months ended March 31, 2017, respectively, from $47.0 million and $88.9 million during the quarter and six months ended March 31, 2016, respectively, an 8% increase quarter over quarter and 9% increase year-to-date period over period. For our Applications and Decision Management Software segments, we continue to expand our investments in sales distributions and go-to-market, and began to broaden our investment into product delivery, support and infrastructure operations. Applications revenue increased 10% quarter over quarter and 11% year-to-date period over period, and Decision Management Software revenue increased 21% quarter over quarter and 14% year-to-date period over period, while the margins for both segments remained flat.

Net margin increased from 10% to 14% year-to-date period over period, a 35% increase, primarily driven by our adoption of ASU 2016-09 effective October 1, 2016, as further described in Notes 1 and 9 to the accompanying condensed consolidated financial statements.

We continue to enhance shareholder value by returning cash to shareholders through our stock repurchase program. During the quarter and six months ended March 31, 2017, we repurchased approximately 0.3 million shares at a total repurchase price of $44.2 million and 0.6 million shares at a total repurchase price of $74.6 million, respectively. As of March 31, 2017, we had $155.4 million remaining under our current stock repurchase program.

Bookings

Management uses bookings as an indicator of our business performance. Bookings represent contracts signed in the current reporting period that generate current and future revenue streams. We consider contract terms, knowledge of the marketplace and experience with our customers, among other factors, when determining the estimated value of contract bookings.

Bookings calculations have varying degrees of certainty depending on the revenue type and individual contract terms. Our revenue types are transactional and maintenance, professional services and license. Our estimate of bookings is as of the end of the period in which a contract is signed, and we do not update initial booking estimates in future periods for changes between estimated and actual results. Actual revenue and the timing thereof could differ materially from our initial estimates. The following paragraphs discuss the key assumptions used to calculate bookings and the susceptibility of these assumptions to variability.

Transactional and Maintenance Bookings

We calculate transactional bookings as the total estimated volume of transactions or number of accounts under contract, multiplied by the contractual rate. Transactional contracts generally span multiple years and require us to make estimates about future transaction volumes or number of active accounts. We develop estimates from discussions with our customers and examinations of historical data from similar products and customer arrangements. Differences between estimated bookings and actual results occur due to variability in the volume of transactions or number of active accounts estimated. This variability is primarily caused by the following:

- The health of the economy and economic trends in our customers' industries;
- Individual performance of our customers relative to their competitors; and
- Regulatory and other factors that affect the business environment in which our customers operate.

We calculate maintenance bookings directly from the terms stated in the contract.

Professional Services Bookings

We calculate professional services bookings as the estimated number of hours to complete a project multiplied by the rate per hour. We estimate the number of hours based on our understanding of the project scope, conversations with customer personnel and our experience in estimating professional services projects. Estimated bookings may differ from actual results primarily due to differences in the actual number of hours incurred. These differences typically result from customer decisions to alter the mix of FICO and customer services resources used to complete a project.

License Bookings

Licenses are sold on a perpetual or term basis and bookings generally equal the fixed amount stated in the contract.

Bookings Trend Analysis

	Bookings	Bookings Yield (1)	Number of Bookings over $1 Million	Weighted-Average Term (2)
	(In millions)			(Months)
Quarter Ended March 31, 2017	$ 91.2	23%	13	26
Quarter Ended March 31, 2016	$ 132.5	13%	15	55
Six Months Ended March 31, 2017	$ 187.6	29%	26	NM[a]
Six Months Ended March 31, 2016	$ 218.9	24%	25	NM[a]

(1) Bookings yield represents the percentage of revenue recognized from bookings for the periods indicated.
(2) Weighted-average term of bookings measures the average term over which bookings are expected to be recognized as revenue.
(a) NM - Measure is not meaningful as our estimate of bookings is as of the end of the period in which a contract is signed, and we do not update our initial booking estimates in future periods for changes between estimated and actual results.

Transactional and maintenance bookings were 43% and 50% of total bookings for the quarters ended March 31, 2017 and 2016, respectively. Professional services bookings were 37% and 38% of total bookings for the quarters ended March 31, 2017 and 2016, respectively. License bookings were 20% and 12% of total bookings for the quarters ended March 31, 2017 and 2016, respectively.

Transactional and maintenance bookings were 37% and 41% of total bookings for the six months ended March 31, 2017 and 2016, respectively. Professional services bookings were 46% and 44% of total bookings for the six months ended March 31, 2017 and 2016, respectively. License bookings were 17% and 15% of total bookings for the six months ended March 31, 2017 and 2016, respectively.

RESULTS OF OPERATIONS

Revenues

The following tables set forth certain summary information on a segment basis related to our revenues for the quarters and six months ended March 31, 2017 and 2016:

Segment	Quarter Ended March 31, 2017	Quarter Ended March 31, 2016	Percentage of Revenues 2017	Percentage of Revenues 2016	Period-to-Period Change	Period-to-Period Percentage Change
	(In thousands)				(In thousands)	
Applications	$ 134,337	$ 121,917	59%	59%	$ 12,420	10%
Scores	65,433	61,116	29%	30%	4,317	7%
Decision Management Software	28,608	23,645	12%	11%	4,963	21%
Total	$ 228,378	$ 206,678	100%	100%	21,700	10%

Segment	Six Months Ended March 31, 2017	Six Months Ended March 31, 2016	Percentage of Revenues 2017	Percentage of Revenues 2016	Period-to-Period Change	Period-to-Period Percentage Change
	(In thousands)				(In thousands)	
Applications	$ 269,102	$ 242,058	60%	59%	$ 27,044	11%
Scores	124,815	117,118	28%	29%	7,697	7%
Decision Management Software	54,061	47,578	12%	12%	6,483	14%
Total	$ 447,978	$ 406,754	100%	100%	41,224	10%

Quarter Ended March 31, 2017 Compared to Quarter Ended March 31, 2016

Applications

	Quarter Ended March 31, 2017	Quarter Ended March 31, 2016	Period-to-Period Change	Period-to-Period Percentage Change
	(In thousands)		(In thousands)	
Transactional and maintenance	$ 86,013	$ 80,751	$ 5,262	7%
Professional services	32,640	31,719	921	3%
License	15,684	9,447	6,237	66%
Total	$ 134,337	$ 121,917	12,420	10%

Applications segment revenues increased $12.4 million primarily due to a $6.8 million increase in our *fraud* solutions, a $2.8 million increase in our *originations* solutions, and a $2.8 million increase in our *customer communications* services. The increase in *fraud* solutions was primarily attributable to an increase in license revenue mainly driven by one large multi-year license transaction. The increase in *originations* solutions was primarily attributable to an increase in transactional and services revenues from our SaaS product. The increase in *customer communication* services was primarily attributable to an increase in transactional revenue as a result of our growth in the mobile communication market.

Scores

	Quarter Ended March 31, 2017	Quarter Ended March 31, 2016	Period-to-Period Change	Period-to-Period Percentage Change
	(In thousands)		(In thousands)	
Transactional and maintenance	$ 63,628	$ 59,265	$ 4,363	7 %
Professional services	994	1,112	(118)	(11)%
License	811	739	72	10 %
Total	$ 65,433	$ 61,116	4,317	7 %

Scores segment revenues increased $4.3 million due to an increase of $3.4 million in our business-to-consumer services revenue and $0.9 million in our business-to-business scores revenue. The increase in business-to-consumer services was primarily attributable to an increase in royalties derived from scores sold indirectly to consumers through credit reporting agencies.

During the quarters ended March 31, 2017 and 2016, revenues generated from our agreements with Equifax, TransUnion and Experian collectively accounted for approximately 20% of our total revenues, including revenues from these customers recorded in our other segments.

Decision Management Software

	Quarter Ended March 31, 2017	Quarter Ended March 31, 2016	Period-to-Period Change	Period-to-Period Percentage Change
	(In thousands)		(In thousands)	
Transactional and maintenance	$ 11,608	$ 10,727	$ 881	8%
Professional services	7,650	6,511	1,139	17%
License	9,350	6,407	2,943	46%
Total	$ 28,608	$ 23,645	4,963	21%

Decision Management Software segment revenues increased $5.0 million primarily attributable to an increase in license revenue related to our FICO® Blaze Advisor® and services revenue related to our FICO® Decision Optimizer.

Six Months Ended March 31, 2017 Compared to Six Months Ended March 31, 2016

Applications

	Six Months Ended March 31, 2017	Six Months Ended March 31, 2016	Period-to-Period Change	Period-to-Period Percentage Change
	(In thousands)		(In thousands)	
Transactional and maintenance	$ 170,894	$ 161,734	$ 9,160	6%
Professional services	66,981	58,845	8,136	14%
License	31,227	21,479	9,748	45%
Total	$ 269,102	$ 242,058	27,044	11%

Applications segment revenues increased $27.0 million primarily due to a $12.9 million increase in our *fraud* solutions, an $8.7 million increase in our *originations* solutions, and a $5.8 million increase in our *customer communications* services. The increase in *fraud* solutions was primarily attributable to an increase in license revenue mainly driven by a couple of large multi-year license transactions. The increase in *originations* solutions was primarily attributable to an increase in services and transactional revenues from our SaaS product. The increase in *customer communication* services was primarily attributable to an increase in transactional revenue as a result of our growth in the mobile communication market.

Scores

	Six Months Ended March 31, 2017	Six Months Ended March 31, 2016	Period-to-Period Change	Period-to-Period Percentage Change
	(In thousands)		(In thousands)	
Transactional and maintenance	$ 121,880	$ 114,482	$ 7,398	6 %
Professional services	1,515	1,860	(345)	(19)%
License	1,420	776	644	83 %
Total	$ 124,815	$ 117,118	7,697	7 %

Scores segment revenues increased $7.7 million due to an increase of $4.0 million in our business-to-consumer services revenue and $3.7 million in our business-to-business scores revenue. The increase in business-to-consumer services was primarily attributable to an increase in royalties derived from scores sold indirectly to consumers through credit reporting agencies. The increase in business-to-business scores was primarily attributable to an increase in our transactional scores driven by new originations and prescreen.

During the six months ended March 31, 2017 and 2016, revenues generated from our agreements with Equifax, TransUnion and Experian collectively accounted for approximately 19% and 20%, respectively, of our total revenues, including revenues from these customers recorded in our other segments.

Decision Management Software

	Six Months Ended March 31, 2017	Six Months Ended March 31, 2016	Period-to-Period Change	Period-to-Period Percentage Change
	(In thousands)		(In thousands)	
Transactional and maintenance	$ 22,135	$ 21,599	$ 536	2%
Professional services	16,331	12,789	3,542	28%
License	15,595	13,190	2,405	18%
Total	$ 54,061	$ 47,578	6,483	14%

Decision Management Software segment revenues increased $6.5 million primarily attributable to an increase in services revenue related to our FICO® Decision Optimizer, and license revenue related to our FICO® Blaze Advisor®.

Operating Expenses and Other Income / Expenses

The following tables set forth certain summary information related to our condensed consolidated statements of income and comprehensive income for the quarters and six months ended March 31, 2017 and 2016:

	Quarter Ended March 31, 2017	Quarter Ended March 31, 2016	Percentage of Revenues 2017	Percentage of Revenues 2016	Period-to-Period Change	Period-to-Period Percentage Change
	(In thousands, except employees)				(In thousands, except employees)	
Revenues	$ 228,378	$ 206,678	100 %	100 %	$ 21,700	10 %
Operating expenses:						
Cost of revenues	72,131	62,298	31 %	30 %	9,833	16 %
Research and development	26,663	24,848	12 %	12 %	1,815	7 %
Selling, general and administrative	86,231	77,501	38 %	38 %	8,730	11 %
Amortization of intangible assets	3,312	3,507	1 %	2 %	(195)	(6)%
Total operating expenses	188,337	168,154	82 %	82 %	20,183	12 %
Operating income	40,041	38,524	18 %	18 %	1,517	4 %
Interest expense, net	(6,578)	(6,815)	(3)%	(3)%	237	(3)%
Other expense, net	(327)	435	— %	— %	(762)	(175)%
Income before income taxes	33,136	32,144	15 %	15 %	992	3 %
Provision for income taxes	8,052	9,028	4 %	4 %	(976)	(11)%
Net income	$ 25,084	$ 23,116	11 %	11 %	1,968	9 %
Number of employees at quarter end	3,306	2,852			454	16 %

	Six Months Ended March 31, 2017	Six Months Ended March 31, 2016	Percentage of Revenues 2017	Percentage of Revenues 2016	Period-to-Period Change	Period-to-Period Percentage Change
	(In thousands)				(In thousands)	
Revenues	$ 447,978	$ 406,754	100 %	100 %	$ 41,224	10 %
Operating expenses:						
Cost of revenues	142,128	124,491	32 %	31 %	17,637	14 %
Research and development	52,805	49,479	12 %	12 %	3,326	7 %
Selling, general and administrative	171,445	156,339	38 %	39 %	15,106	10 %
Amortization of intangible assets	6,632	7,087	1 %	2 %	(455)	(6)%
Total operating expenses	373,010	337,396	83 %	84 %	35,614	11 %
Operating income	74,968	69,358	17 %	16 %	5,610	8 %
Interest expense, net	(12,750)	(13,539)	(3)%	(3)%	789	(6)%
Other expense, net	(427)	101	— %	— %	(528)	(523)%
Income before income taxes	61,791	55,920	14 %	13 %	5,871	10 %
Provision for income taxes	(1,194)	13,563	— %	3 %	(14,757)	(109)%
Net income	$ 62,985	$ 42,357	14 %	10 %	20,628	49 %

Cost of Revenues

Cost of revenues consists primarily of employee salaries and benefits for personnel directly involved in developing, installing and supporting revenue products; travel costs; overhead costs; outside services; internal network hosting costs; software royalty fees; and credit bureau data and processing services.

Cost of revenues as a percentage of revenues increased to 31% during the quarter ended March 31, 2017 from 30% during the quarter ended March 31, 2016. The $9.8 million increase was primarily attributable to a $6.7 million increase in personnel and labor costs, and a $2.0 million increase in allocated facilities and infrastructure costs. The increase in personnel and labor costs was primarily attributable to an increase in professional services delivery cost, an increase in salaries and benefit costs as a result of our increased headcount, as well as an increase in incentive cost. The increase in allocated facilities and infrastructure costs was primarily attributable to increased resource requirement due to our expanded investment in product delivery, support and infrastructure operations.

Cost of revenues as a percentage of revenues increased to 32% during the six months ended March 31, 2017 from 31% during the six months ended March 31, 2016. The year-to-date period over period increase of $17.6 million was primarily attributable to an $11.3 million increase in personnel and labor costs, and a $4.8 million increase in allocated facilities and infrastructure costs. The increase in personnel and labor costs was primarily attributable to an increase in professional services delivery cost driven by higher services revenue, an increase in salaries and benefit costs as a result of our increased headcount, as well as an increase in incentive cost. The increase in allocated facilities and infrastructure costs was primarily attributable to increased resource requirement due to our expanded investment in product delivery, support and infrastructure operations.

Over the next several quarters, we expect cost of revenues as a percentage of revenues will be consistent with those incurred during the quarter ended March 31, 2017.

Research and Development

Research and development expenses include personnel and related overhead costs incurred in the development of new products and services, including research of mathematical and statistical models and development of new versions of Applications and Decision Management Software products.

Research and development expenses increased $1.9 million to $26.7 million during the quarter ended March 31, 2017 from $24.8 million during the quarter ended March 31, 2016. The increase was primarily attributable to an increase in personnel and labor cost driven by our increased headcount. Research and development expenses as a percentage of revenues was 12% during the quarter ended March 31, 2017, consistent with those incurred during the quarter ended March 31, 2016.

Research and development expenses increased $3.3 million to $52.8 million during the six months ended March 31, 2017 from $49.5 million during the six months ended March 31, 2016. The increase was primarily attributable to an increase in personnel and labor cost driven by our increased headcount. Research and development expenses as a percentage of revenues was 12% during the six months ended March 31, 2017, consistent with those incurred during the six months ended March 31, 2016.

Over the next several quarters, we expect research and development expenditures as a percentage of revenues will be consistent with those incurred during the quarter ended March 31, 2017.

Selling, General and Administrative

Selling, general and administrative expenses consist principally of employee salaries, commissions and benefits; travel costs; overhead costs; advertising and other promotional expenses; corporate facilities expenses; legal expenses; business development expenses and the cost of operating computer systems.

Selling, general and administrative expenses increased $8.7 million to $86.2 million during the quarter ended March 31, 2017 from $77.5 million during the quarter ended March 31, 2016, primarily driven by our continued investment in sales distribution and go-to-market. Selling, general and administrative expenses as a percentage of revenues was 38% during the quarter ended March 31, 2017, consistent with those incurred during the quarter ended March 31, 2016.

Selling, general and administrative expenses increased $15.1 million to $171.4 million during the six months ended March 31, 2017 from $156.3 million during the six months ended March 31, 2016, primarily driven by our continued investment in sales distribution and go-to-market. Selling, general and administrative expenses as a percentage of revenues was 38% during the six months ended March 31, 2017, materially consistent with those incurred during the six months ended March 31, 2016.

Over the next several quarters, we expect selling, general and administrative expenses as a percentage of revenues will be consistent with those incurred during the quarter ended March 31, 2017.

Amortization of Intangible Assets

Amortization of intangible assets consists of amortization expense related to intangible assets recorded in connection with acquisitions accounted for by the acquisition method of accounting. Our finite-lived intangible assets, consisting primarily of completed technology and customer contracts and relationships, are being amortized using the straight-line method over periods ranging from four to fifteen years.

Amortization expense was $3.3 million and $6.6 million for the quarter and six months ended March 31, 2017, respectively. Over the next several quarters we expect that amortization expense will be consistent with or lower than the amortization expense we recorded during the quarter ended March 31, 2017 due to certain intangible assets associated with our Adeptra acquisition becoming fully amortized in September 2017.

Interest Expense, Net

Interest expense includes primarily interest on the senior notes issued in May 2008 and July 2010, as well as interest and credit facility fees on the revolving line of credit. Our consolidated statements of income and comprehensive income include interest expense netted with interest income, which is derived primarily from the investment of funds in excess of our immediate operating requirements.

The quarter over quarter decrease in interest expense of $0.2 million was primarily attributable to the $60.0 million principal payment in July 2016 on the senior notes issued in July 2010 resulting in lower average debt balance for the quarter ended March 31, 2017, partially offset by a higher average outstanding balance on our revolving line of credit.

The year-to-date period over period decrease in interest expense of $0.8 million was primarily attributable to the $60.0 million principal payment in July 2016 on the senior notes issued in July 2010 resulting in lower average debt balance for the six months ended March 31, 2017, partially offset by a higher average outstanding balance on our revolving line of credit.

Over the next several quarters we expect net interest expense will be consistent with the net interest expense incurred during the quarter ended March 31, 2017.

Other Expense, Net

Other expense, net consists primarily of realized investment gains/losses, exchange rate gains/losses resulting from remeasurement of foreign-currency-denominated receivable and cash balances into their respective functional currencies at period-end market rates, net of the impact of offsetting foreign currency forward contracts, and other non-operating items.

Provision for Income Taxes

The effective income tax rate was 24.3% and 28.1% during the quarters ended March 31, 2017 and 2016, respectively, and (1.9)% and 24.3% during the six months ended March 31, 2017 and 2016, respectively. The provision for income taxes during interim quarterly reporting periods is based on our estimates of the effective tax rates for the full fiscal year. The effective tax rate in any quarter can also be affected positively or negatively by adjustments that are required to be reported in the specific quarter of resolution. The effective tax rate for the six months ended March 31, 2017 was significantly impacted by the recording of excess tax benefits relating to stock awards that vested in December 2016. As a result of the adoption of ASU 2016-09 on October 1, 2016, we no longer record excess tax benefits as an increase to additional paid-in capital, but record such excess tax benefits on a prospective basis as a reduction of income tax expense, which amounted to $20.9 million for the six months ended March 31, 2017. We also anticipate the potential for increased periodic volatility in future effective tax rates as the impact of the continued application of ASU 2016-09 is dependent upon our future grants of stock-based compensation, our future stock price in relation to the fair value of awards on grant date and the exercise behavior of the our stock option holders.

Operating Income

The following tables set forth certain summary information on a segment basis related to our operating income for the quarters and six months ended March 31, 2017 and 2016:

Segment	Quarter Ended March 31, 2017	Quarter Ended March 31, 2016	Period-to-Period Change	Period-to-Period Percentage Change
	(In thousands)		(In thousands)	
Applications	$ 34,883	$ 33,962	$ 921	3 %
Scores	50,949	47,026	3,923	8 %
Decision Management Software	(2,544)	(3,475)	931	(27)%
Corporate expenses	(25,223)	(21,882)	(3,341)	15 %
Total segment operating income	58,065	55,631	2,434	4 %
Unallocated share-based compensation	(14,712)	(13,600)	(1,112)	8 %
Unallocated amortization expense	(3,312)	(3,507)	195	(6)%
Operating income	$ 40,041	$ 38,524	1,517	4 %

Segment	Six Months Ended March 31, 2017	Six Months Ended March 31, 2016	Period-to-Period Change	Period-to-Period Percentage Change
	(In thousands)		(In thousands)	
Applications	$ 69,851	$ 66,666	$ 3,185	5 %
Scores	97,012	88,859	8,153	9 %
Decision Management Software	(6,176)	(4,836)	(1,340)	28 %
Corporate expenses	(49,856)	(45,944)	(3,912)	9 %
Total segment operating income	110,831	104,745	6,086	6 %
Unallocated share-based compensation	(29,231)	(28,300)	(931)	3 %
Unallocated amortization expense	(6,632)	(7,087)	455	(6)%
Operating income	$ 74,968	$ 69,358	5,610	8 %

Applications

	Quarter Ended March 31,		Percentage of Revenues		Six Months Ended March 31,		Percentage of Revenues	
	2017	2016	2017	2016	2017	2016	2017	2016
	(In thousands)				(In thousands)			
Segment revenues	$ 134,337	$ 121,917	100 %	100 %	$ 269,102	$ 242,058	100 %	100 %
Segment operating expense	(99,454)	(87,955)	(74)%	(72)%	(199,251)	(175,392)	(74)%	(72)%
Segment operating income	$ 34,883	$ 33,962	26 %	28 %	$ 69,851	$ 66,666	26 %	28 %

Scores

	Quarter Ended March 31,		Percentage of Revenues		Six Months Ended March 31,		Percentage of Revenues	
	2017	2016	2017	2016	2017	2016	2017	2016
	(In thousands)				(In thousands)			
Segment revenues	$ 65,433	$ 61,116	100 %	100 %	$ 124,815	$ 117,118	100 %	100 %
Segment operating expense	(14,484)	(14,090)	(22)%	(23)%	(27,803)	(28,259)	(22)%	(24)%
Segment operating income	$ 50,949	$ 47,026	78 %	77 %	$ 97,012	$ 88,859	78 %	76 %

Decision Management Software

	Quarter Ended March 31,		Percentage of Revenues		Six Months Ended March 31,		Percentage of Revenues	
	2017	**2016**	**2017**	**2016**	**2017**	**2016**	**2017**	**2016**
	(In thousands)				(In thousands)			
Segment revenues	$ 28,608	$ 23,645	100 %	100 %	$ 54,061	$ 47,578	100 %	100 %
Segment operating expense	(31,152)	(27,120)	(109)%	(115)%	(60,237)	(52,414)	(111)%	(110)%
Segment operating loss	$ (2,544)	$ (3,475)	(9)%	(15)%	$ (6,176)	$ (4,836)	(11)%	(10)%

The quarter over quarter $1.5 million increase in operating income was attributable to a $21.6 million increase in segment revenues, and a $0.2 million decrease in amortization cost, partially offset by a $15.9 million increase in segment operating expenses, a $3.3 million increase in corporate expenses, and a $1.1 million increase in share-based compensation cost.

At the segment level, the quarter over quarter $2.4 million increase in segment operating income was the result of a $3.9 million increase in our Scores segment operating income, a $0.9 million increase in our Applications segment operating income, and a $0.9 million decrease in our Decision Management Software segment operating loss, partially offset by a $3.3 million increase in corporate expense.

The quarter over quarter $0.9 million increase in Applications segment operating income was due to a $12.4 million increase in segment revenues, partially offset by an $11.5 million increase in segment operating expenses. Segment operating income as a percentage of segment revenue for Applications was decreased to 26% from 28% primarily due to our expanded investment in product and services delivery, support and infrastructure operations, partially offset by an increase in sales of our higher-margin software products.

The quarter over quarter $3.9 million increase in Scores segment operating income was due to a $4.3 million increase in segment revenue, partially offset by a $0.4 million increase in segment operating expenses. Segment operating income as a percentage of segment revenue for Scores was 78%, materially consistent with the quarter ended March 31, 2016.

The quarter over quarter $0.9 million decrease in Decision Management Software segment operating loss was due to a $4.9 million increase in segment revenue, partially offset by a $4.0 million increase in segment operating expenses. Segment operating margin for Decision Management Software improved to a negative 9% from a negative 15% primarily due to an increase in sales of our higher-margin software products, partially offset by our continued investment in sales distribution, an increase in services delivery cost driven by increased professional services revenue, as well as our expanded investment in cloud infrastructure operations.

The year-to-date period over period increase of $5.6 million in operating income was attributable to a $41.2 million increase in segment revenues and a $0.4 million decrease in amortization cost, partially offset by a $31.2 million increase in segment operating expenses, a $3.9 million increase in corporate expenses, and a $0.9 million increase in share-based compensation cost.

At the segment level, the year-to-date period over period increase of $6.1 million in segment operating income was the result of an $8.1 million increase in our Scores segment operating income and a $3.2 million increase in our Applications segment operating income, partially offset by a $3.9 million increase in corporate expenses and a $1.3 million increase in our Decision Management Software segment operating loss.

The year-to-date period over period $3.2 million increase in Applications segment operating income was due to a $27.0 million increase in segment revenue, partially offset by a $23.8 million increase in segment operating expenses. Segment operating income as a percentage of segment revenue for Applications decreased to 26% from 28% primarily due to our expanded investment in product and services delivery, support and infrastructure operations, partially offset by an increase in sales of our higher-margin software products.

The year-to-date period over period $8.1 million increase in Scores segment operating income was attributable to a $7.7 million increase in segment revenues and a $0.4 million decrease in segment operating expenses. Segment operating income as a percentage of segment revenue for Scores increased to 78% from 76% mainly due to an increase in sales of our higher-margin score products and a decrease in sales related expenses.

The year-to-date period over period $1.3 million increase in Decision Management Software segment operating loss was attributable to a $7.8 million increase in segment operating expenses, partially offset by a $6.5 million increase in segment revenue. Segment operating loss as a percentage of segment revenue for Decision Management Software was a negative 11%, materially consistent with the six months ended March 31, 2016.

CAPITAL RESOURCES AND LIQUIDITY

Outlook

As of March 31, 2017, we had $115.8 million in cash and cash equivalents, which included $101.6 million held off-shore by our foreign subsidiaries. We believe these balances, as well as available borrowings from our $400 million revolving line of credit and anticipated cash flows from operating activities, will be sufficient to fund our working and other capital requirements as well as the $72.0 million principal payment due in July 2017 on our senior notes issued in July 2010. Additionally, we do not anticipate the need to repatriate any undistributed earnings from our foreign subsidiaries for the foreseeable future.

In the normal course of business, we evaluate the merits of acquiring technology or businesses, or establishing strategic relationships with or investing in these businesses. We may elect to use available cash and cash equivalents to fund such activities in the future. In the event additional needs for cash arise, or if we refinance our existing debt, we may raise additional funds from a combination of sources, including the potential issuance of debt or equity securities. Additional financing might not be available on terms favorable to us, or at all. If adequate funds were not available or were not available on acceptable terms, our ability to take advantage of unanticipated opportunities or respond to competitive pressures could be limited.

Summary of Cash Flows

	Six Months Ended March 31,		Period-to-Period Change
	2017	2016	
	(In thousands)		
Cash provided by (used in):			
Operating activities	$ 99,397	$ 92,334	$ 7,063
Investing activities	(9,604)	(7,807)	(1,797)
Financing activities	(48,685)	(85,759)	37,074
Effect of exchange rate changes on cash	(1,186)	486	(1,672)
Increase (decrease) in cash and cash equivalents	$ 39,922	$ (746)	40,668

Cash Flows from Operating Activities

Our primary method for funding operations and growth has been through cash flows generated from operating activities. Net cash provided by operating activities increased to $99.4 million during the six months ended March 31, 2017 from $92.3 million during the six months ended March 31, 2016. The $7.1 million increase was mainly attributable to an $18.9 million increase in net income, partially offset by the $13.5 million excess tax benefits related to share-based payments that was recorded as an increase to additional paid-in capital in the prior year but was recorded as a reduction of income tax expense in the current year upon our early adoption of ASU 2016-09 effective October 1, 2016.

Cash Flows from Investing Activities

Net cash used in investing activities increased to $9.6 million for six months ended March 31, 2017 from $7.8 million for the six months ended March 31, 2016. The $1.8 million increase was attributable to an increase in net cash used in purchases of property and equipment.

Cash Flows from Financing Activities

Net cash used in financing activities decreased to $48.7 million for the six months ended March 31, 2017 from $85.8 million for the six months ended March 31, 2016. The $37.1 million decrease was due to a $52.0 million increase in proceeds, net of payments, from our revolving line of credit, and a $2.4 million increase in proceeds from stock options exercise, partially offset by an $11.0 million increase in taxes paid related to net share settlement of equity awards, and a $6.3 million increase in repurchases of common stock.

Repurchases of Common Stock

In July 2016, our Board of Directors approved a stock repurchase program following the completion of our previous program. This program was open-ended and authorized repurchases of shares of our common stock up to an aggregate cost of $250.0 million in the open market or in negotiated transactions. Pursuant to this program, we repurchased 348,164 shares of our common stock at a total repurchase price of $44.2 million and 606,340 shares of our common stock at a total repurchase price of $74.6 million during the quarter and six months ended March 31, 2017, respectively. We had $155.4 million remaining under the July 2016 authorization as of March 31, 2017.

Dividends

During the quarter ended March 31, 2017, we paid a quarterly dividend of $0.02 per common share. Our dividend rate is set by the Board of Directors on a quarterly basis taking into account a variety of factors, including among others, our operating results and cash flows, general economic and industry conditions, our obligations, changes in applicable tax laws and other factors deemed relevant by the Board. Although we expect to continue to pay dividends at the current rate, our dividend rate is subject to change from time to time based on the Board's business judgment with respect to these and other relevant factors.

Revolving Line of Credit

We have a $400 million unsecured revolving line of credit with a syndicate of banks that expires on December 30, 2019. Proceeds from the credit facility can be used for working capital and general corporate purposes and may also be used for the refinancing of existing debt, acquisitions, and the repurchase of our common stock. Interest on amounts borrowed under the credit facility is based on (i) a base rate, which is the greater of (a) the prime rate, (b) the Federal Funds rate plus 0.500% and (c) the one-month LIBOR rate plus 1.000%, plus, in each case, an applicable margin, or (ii) an adjusted LIBOR rate plus an applicable margin. The applicable margin for base rate borrowings ranges from 0% to 0.875% and for LIBOR borrowings ranges from 1.000% to 1.875%, and is determined based on our consolidated leverage ratio. In addition, we must pay credit facility fees. The credit facility contains certain restrictive covenants including maintaining a minimum fixed charge ratio of 2.5 and a maximum consolidated leverage ratio of 3.0, subject to a step up to 3.5 following certain permitted acquisitions. The credit agreement also contains other covenants typical of unsecured facilities. As of March 31, 2017, we had $310.0 million in borrowings outstanding at a weighted average interest rate of 2.326% and were in compliance with all financial covenants under this credit facility.

Senior Notes

On May 7, 2008, we issued $275 million of senior notes in a private placement to a group of institutional investors (the "2008 Senior Notes"). The 2008 Senior Notes were issued in four series with maturities ranging from 5 to 10 years. The outstanding 2008 Senior Notes' weighted average interest rate is 7.2% and the weighted average maturity is 10.0 years. On July 14, 2010, we issued $245 million of senior notes in a private placement to a group of institutional investors (the "2010 Senior Notes" and, with the 2008 Senior Notes, the "Senior Notes"). The 2010 Senior Notes were issued in four series with maturities ranging from 6 to 10 years. The 2010 Senior Notes' weighted average interest rate is 5.4% and the weighted average maturity is 8.7 years. The Senior Notes are subject to certain restrictive covenants that are substantially similar to those in the credit agreement for the revolving credit facility, including maintenance of consolidated leverage and fixed charge coverage ratios. The purchase agreements for the Senior Notes also include covenants typical of unsecured facilities. As of March 31, 2017, the carrying value of the Senior Notes was $315.7 million and we were in compliance with all financial covenants under these facilities.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

We prepare our consolidated financial statements in conformity with U.S. generally accepted accounting principles. These accounting principles require management to make certain judgments and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. We periodically evaluate our estimates including those relating to revenue recognition, goodwill and other intangible assets resulting from business acquisitions, share-based compensation, income taxes and contingencies and litigation. We base our estimates on historical experience and various other assumptions that we believe to be reasonable based on the specific circumstances, the results of which form the basis for making judgments about the carrying value of certain assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

We believe the following critical accounting policies involve the most significant judgments and estimates used in the preparation of our condensed consolidated financial statements:

Revenue Recognition

Software Licenses

Software license fee revenue is recognized when persuasive evidence of an arrangement exists, software is made available to our customers, the fee is fixed or determinable and collection is probable. The determination of whether fees are fixed or determinable and collection is probable involves the use of assumptions. If at the outset of an arrangement we determine that the arrangement fee is not fixed or determinable, revenue is deferred until the arrangement fee becomes fixed or determinable, assuming all other revenue recognition criteria have been met. If at the outset of an arrangement we determine that collectability is not probable, revenue is deferred until the earlier of when collectability becomes probable or the receipt of payment. If there is uncertainty as to the customer's acceptance of our deliverables, revenue is not recognized until the earlier of receipt of customer acceptance, expiration of the acceptance period, or when we can demonstrate we meet the acceptance criteria. We evaluate contract terms and customer information to ensure that these criteria are met prior to our recognition of license fee revenue.

We use the residual method to recognize revenue when a software arrangement includes one or more elements to be delivered at a future date provided the following criteria are met: (i) vendor-specific objective evidence ("VSOE") of the fair value does not exist for one or more of the delivered items but exists for all undelivered elements, (ii) all other applicable revenue recognition criteria are met and (iii) the fair value of all of the undelivered elements is less than the arrangement fee. VSOE of fair value is based on the normal pricing practices for those products and services when sold separately by us and customer renewal rates for post-contract customer support services. Under the residual method, the fair value of the undelivered elements is deferred and the remaining portion of the arrangement fee is recognized as revenue. If evidence of the fair value of one or more undelivered elements does not exist, the revenue is deferred and recognized when delivery of those elements occurs or when fair value can be established. Changes to the elements in a software arrangement, the ability to identify VSOE for those elements, the fair value of the respective elements, and change to a product's estimated life cycle could materially impact the amount of earned and unearned revenue.

Revenues from post-contract customer support services, such as software maintenance, are recognized on a straight-line basis over the term of the support period. The majority of our software maintenance agreements provide technical support as well as unspecified software product upgrades and releases when and if made available by us during the term of the support period.

Transactional-Based Revenues

Transactional-based revenue is recognized when persuasive evidence of an arrangement exists, fees are fixed or determinable, and collection is probable. Revenues from our credit scoring, data processing, data management and internet delivery services are recognized as these services are performed. Revenues from transactional or unit-based license fees under software license arrangements, network service and internally-hosted software agreements are recognized based on minimum contractual amounts or on system usage that exceeds minimum contractual amounts. Certain of our transactional-based revenues are based on transaction or active account volumes as reported by our clients. In instances where volumes are reported to us in arrears, we estimate volumes based on preliminary customer transaction information or average actual reported volumes for an immediate trailing period. Differences between our estimates and actual final volumes reported are recorded in the period in which actual volumes are reported. We have not experienced significant variances between our estimates and actual reported volumes in the past and anticipate that we will be able to continue to make reasonable estimates in the future. If for some reason we were unable to reasonably estimate transaction volumes in the future, revenue may be deferred until actual customer data is received, and this could have a material impact on our consolidated results of operations.

Consulting Services

We provide consulting, training, model development and software integration services under both hourly-based time and materials and fixed-priced contracts. Revenues from these services are generally recognized as the services are performed. For fixed-price service contracts, we use a proportionate performance model with hours as the input method of attribution to determine progress towards completion, with consideration also given to output measures, such as contract milestones, when applicable. In such instances, management is required to estimate the total estimated hours of the project. Adjustments to estimates are made in the period in which the facts requiring such revisions become known and, accordingly, recognized revenues and profits are subject to revisions as the contract progresses to completion. Estimated losses, if any, are recorded in the period in which current estimates of total contract revenue and contract costs indicate a loss. If substantive uncertainty related to customer acceptance of services exists, we defer the associated revenue until the contract is completed. We have not experienced significant variances between our estimates and actual hours in the past and anticipate that we will be able to continue to make reasonable estimates in the future. If for some reason we are unable to accurately estimate the input measures, revenue would be deferred until the contract is complete, and this could have a material impact on our consolidated results of operations.

Services that are sold in connection with software license arrangements generally qualify for separate accounting from the license element because they do not involve significant production, modification or customization of our products and are not otherwise considered to be essential to the functionality of our software. In arrangements where the professional services do not qualify for separate accounting from the license element, the combined software license and professional services revenue are recognized based on contract accounting using either the percentage-of-completion or completed-contract method.

Hosting Services

We are an application service provider ("ASP"), where we provide hosting services that allow customers access to software that resides on our servers. The ASP model typically includes an up-front fee and a monthly commitment from the customer that commences upon completion of the implementation through the remainder of the customer life. The up-front fee is the initial setup fee, or the implementation fee. The monthly commitment includes, but is not limited to, a fixed monthly fee or a transactional fee based on system usage that exceeds monthly minimums. Revenue is recognized from ASP transactions when there is persuasive evidence of an arrangement, the service has been provided to the customer, the amount of fees is fixed or determinable and the collection of our fees is probable. We do not view the activities of signing the contract or providing initial setup services as discrete earnings events. Revenue is typically deferred until the date the customer commences use of our services, at which point the up-front fees are recognized ratably over the expected life of the customer relationship. ASP transactional fees are recorded monthly as earned.

Multiple-Deliverable Arrangements including Non-Software

When we enter into a multiple-deliverable arrangement that includes non-software, each deliverable is accounted for as a separate unit of accounting if the following criteria are met: (i) the delivered item or items have value to the customer on a standalone basis and (ii) for an arrangement that includes a general right of return relative to the delivered item(s), delivery or performance of the undelivered item(s) is considered probable and substantially in our control. We consider a deliverable to have standalone value if we sell this item separately or if the item is sold by another vendor or could be resold by the customer; for example, we conclude professional services offered along with our SaaS subscription services typically have standalone value using this criteria. Further, our revenue arrangements generally do not include a general right of return relative to delivered products. Revenue for multiple element arrangements is allocated to the software and non-software deliverables based on a relative selling price. We use VSOE in our allocation of arrangement consideration when it is available. We define VSOE as a median price of recent standalone transactions that are priced within a narrow range, as defined by us. If a product or service is seldom sold separately, it is unlikely that we can determine VSOE. In circumstances when VSOE does not exist, we then assess whether we can obtain third-party evidence ("TPE") of the selling price. It may be difficult for us to obtain sufficient information on competitor pricing to substantiate TPE and therefore we may not always be able to use TPE. When we are unable to establish selling price using VSOE or TPE, we use estimated selling price ("ESP") in our allocation of arrangement consideration. The objective of ESP is to determine the price at which we would transact if the product or service were sold by us on a standalone basis. Our determination of ESP involves weighting several factors based on the specific facts and circumstances of each arrangement. The factors include, but are not limited to, geographies, market conditions, gross margin objectives, pricing practices and controls, customer segment pricing strategies and the product lifecycle. Historically, there have been no significant changes in our ESP used in allocation of arrangement consideration. We do not believe there is a reasonable likelihood there will be a material change in the future estimates.

Gross vs. Net Revenue Reporting

We apply accounting guidance to determine whether we report revenue for certain transactions based upon the gross amount billed to the customer, or the net amount retained by us. In accordance with the guidance we record revenue on a gross basis for sales in which we have acted as the principal and on a net basis for those sales in which we have in substance acted as an agent or broker in the transaction.

Business Combinations

Accounting for our acquisitions requires us to recognize, separately from goodwill, the assets acquired and the liabilities assumed at their acquisition-date fair values. Goodwill as of the acquisition date is measured as the excess of consideration transferred and the net of the acquisition-date fair values of the assets acquired and the liabilities assumed. While we use our best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date, our estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, we record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to our condensed consolidated statements of income and comprehensive income.

Accounting for business combinations requires our management to make significant estimates and assumptions, especially at the acquisition date, including our estimates for intangible assets, contractual obligations assumed, pre-acquisition contingencies and contingent consideration, where applicable. If we cannot reasonably determine the fair value of a pre-acquisition contingency (non-income tax related) by the end of the measurement period, we will recognize an asset or a liability for such pre-acquisition contingency if: (i) it is probable that an asset existed or a liability had been incurred at the acquisition date and (ii) the amount of the asset or liability can be reasonably estimated. Although we believe the assumptions and estimates we have made in the past have been reasonable and appropriate, they are based in part on historical experience and information obtained from the management of the acquired companies and are inherently uncertain. Subsequent to the measurement period, changes in our estimates of such contingencies will affect earnings and could have a material effect on our consolidated results of operations and financial position.

Examples of critical estimates in valuing certain of the intangible assets we have acquired include but are not limited to: (i) future expected cash flows from software license sales, support agreements, consulting contracts, other customer contracts and acquired developed technologies and patents; (ii) expected costs to develop the in-process research and development into commercially viable products and estimated cash flows from the projects when completed; and (iii) the acquired company’s brand and competitive position, as well as assumptions about the period of time the acquired brand will continue to be used in the combined company’s product portfolio. Unanticipated events and circumstances may occur that may affect the accuracy or validity of such assumptions, estimates or actual results. Historically, there have been no significant changes in our estimates or assumptions. To the extent a significant acquisition is made during a fiscal year, as appropriate we will expand the discussion to include specific assumptions and inputs used to determine the fair value of our acquired intangible assets.

In addition, uncertain tax positions and tax-related valuation allowances assumed in connection with a business combination are initially estimated as of the acquisition date. We reevaluate these items quarterly based upon facts and circumstances that existed as of the acquisition date with any adjustments to our preliminary estimates being recorded to goodwill provided that we are within the measurement period. Subsequent to the measurement period or our final determination of the tax allowance’s or contingency’s estimated value, whichever comes first, changes to these uncertain tax positions and tax-related valuation allowances will affect our provision for income taxes in our condensed consolidated statements of income and comprehensive income and could have a material impact on our consolidated results of operations and financial position. Historically, there have been no significant changes in our valuation allowances or uncertain tax positions as it relates to business combinations. We do not believe there is a reasonable likelihood there will be a material change in the future estimates.

Goodwill, Acquisition Intangibles and Other Long-Lived Assets - Impairment Assessment

Goodwill represents the excess of cost over the fair value of identifiable assets acquired and liabilities assumed in business combinations. We assess goodwill for impairment for each of our reporting units on an annual basis during the fourth quarter using a July 1 measurement date unless circumstances require a more frequent measurement. We have determined that our reporting units are the same as our reportable segments. When evaluating goodwill for impairment, we may first perform an assessment qualitatively whether it is more likely than not that a reporting unit's carrying amount exceeds its fair value, referred to as a “step zero” approach. If, based on the review of the qualitative factors, we determine it is not more likely than not that the fair value of a reporting unit is less than its carrying value, we would bypass the two-step impairment test. Events and circumstances we consider in performing the “step zero” qualitative assessment include macro-economic conditions, market and industry conditions, internal cost factors, share price fluctuations, and the operational stability and the overall financial performance of the reporting units. If we conclude that it is more likely than not that a reporting unit's fair value is less than its carrying amount, we would perform the first step (“step one”) of the two-step impairment test and calculate the estimated fair value of the reporting unit by using discounted cash flow valuation models and by comparing our reporting units to guideline publicly-traded companies. These methods require estimates of our future revenues, profits, capital expenditures, working capital, and other relevant factors, as well as selecting appropriate guideline publicly-traded companies for each reporting unit. We estimate these amounts by evaluating historical trends, current budgets, operating plans, industry data, and other relevant factors. Using assumptions that are different from those used in our estimates, but in each case reasonable, could produce significantly different results and materially affect the determination of fair value and/or goodwill impairment for each reporting unit. For example, if the economic environment impacts our forecasts beyond what we have anticipated, it could cause the fair value of a reporting unit to fall below its respective carrying value.

For fiscal 2016 and 2015, we performed a step zero qualitative analysis for our annual assessment of goodwill impairment. After evaluating and weighing all relevant events and circumstances, we concluded that it is not more likely than not that the fair value of any of our reporting units was less their carrying amounts. Consequently, we did not perform a step one quantitative analysis in fiscal 2016 or 2015. For fiscal 2014, we elected to proceed directly to the step one quantitative analysis rather than perform the step zero qualitative assessment. There was a substantial excess of fair value over carrying value for each of our reporting units and we determined goodwill was not impaired for any of our reporting units.

Our intangible assets that have finite useful lives and other long-lived assets are assessed for potential impairment when there is evidence that events and circumstances related to our financial performance and economic environment indicate the carrying amount of the assets may not be recoverable. When impairment indicators are identified, we test for impairment using undiscounted cash flows. If such tests indicate impairment, then we measure and record the impairment as the difference between the carrying value of the asset and the fair value of the asset. Significant management judgment is required in forecasting future operating results used in the preparation of the projected cash flows. Should different conditions prevail, material write downs of our intangible assets or other long-lived assets could occur. We review the estimated remaining useful lives of our acquired intangible assets at each reporting period. A reduction in our estimate of remaining useful lives, if any, could result in increased annual amortization expense in future periods.

As discussed above, while we believe that the assumptions and estimates utilized were appropriate based on the information available to management, different assumptions, judgments and estimates could materially affect our impairment assessments for our goodwill, acquired intangibles with finite lives and other long-lived assets. Historically, there have been no significant changes in our estimates or assumptions that would have had a material impact for our goodwill or intangible assets impairment assessment. We believe our projected operating results and cash flows would need to be significantly less favorable to have a material impact on our impairment assessment. However, based upon our historical experience with operations, we do not believe there is a reasonable likelihood of a significant change in our projections.

Share-Based Compensation

We measure stock-based compensation cost at the grant date based on the fair value of the award and recognize it as expense, net of estimated forfeitures, over the vesting or service period, as applicable, of the stock award (generally three to four years). We use the Black-Scholes valuation model to determine the fair value of our stock options and a Monte Carlo valuation model to determine the fair value of our market share units. Our valuation models and generally accepted valuation techniques require us to make assumptions and to apply judgment to determine the fair value of our awards. These assumptions and judgments include estimating the volatility of our stock price, expected dividend yield, employee turnover rates and employee stock option exercise behaviors. Historically, there have been no material changes in our estimates or assumptions. We do not believe there is a reasonable likelihood there will be a material change in the future estimates or assumptions. See Note 10 to the accompanying condensed consolidated financial statements for further discussion of our share-based employee benefit plans.

Income Taxes

We estimate our income taxes based on the various jurisdictions where we conduct business, which involves significant judgment in determining our income tax provision. We estimate our current tax liability using currently enacted tax rates and laws and assess temporary differences that result from differing treatments of certain items for tax and accounting purposes. These differences result in deferred tax assets and liabilities recorded on our condensed consolidated balance sheet using the currently enacted tax rates and laws that will apply to taxable income for the years in which those tax assets are expected to be realized or settled. We then assess the likelihood our deferred tax assets will be realized and to the extent we believe realization is not likely, we establish a valuation allowance. When we establish a valuation allowance or increase this allowance in an accounting period, we record a corresponding income tax expense in our condensed consolidated statements of income and comprehensive income. In assessing the need for the valuation allowance, we consider future taxable income in the jurisdictions we operate; an analysis of our deferred tax assets and the periods over which they will be realizable; and ongoing prudent and feasible tax planning strategies. An increase in the valuation allowance would have an adverse impact, which could be material, on our income tax provision and net income in the period in which we record the increase. We have historically had minimal changes in our valuation allowances related to deferred tax assets, as described in Note 9 to the accompanying condensed consolidated financial statements.

We recognize and measure benefits for uncertain tax positions using a two-step approach. The first step is to evaluate the tax position taken or expected to be taken in a tax return by determining if the technical merits of the tax position indicate it is more likely than not that the tax position will be sustained upon audit, including resolution of any related appeals or litigation processes. For tax positions more likely than not of being sustained upon audit, the second step is to measure the tax benefit as the largest amount more than 50% likely of being realized upon settlement. Significant judgment is required to evaluate uncertain tax positions and they are evaluated on a quarterly basis. Our evaluations are based upon a number of factors, including changes in facts or circumstances, changes in tax law, correspondence with tax authorities during the course of audits and effective settlement of audit issues. Changes in the recognition or measurement of uncertain tax positions could result in material increases or decreases in our income tax expense in the period in which we make the change, which could have a material impact on our effective tax rate and operating results. Historically, settlements related to our unrecognized tax benefits have been minimal, as described in Note 9 to the accompanying consolidated financial statements.

A description of our accounting policies associated with tax-related contingencies and valuation allowances assumed as part of a business combination is provided under “Business Combinations” above.

Contingencies and Litigation

We are subject to various proceedings, lawsuits and claims relating to products and services, technology, labor, shareholder and other matters. We are required to assess the likelihood of any adverse outcomes and the potential range of probable losses in these matters. If the potential loss is considered probable and the amount can be reasonably estimated, we accrue a liability for the estimated loss. If the potential loss is considered less than probable or the amount cannot be reasonably estimated, disclosure of the matter is considered. The amount of loss accrual or disclosure, if any, is determined after analysis of each matter, and is subject to adjustment if warranted by new developments or revised strategies. Due to uncertainties related to these matters, accruals or disclosures are based on the best information available at the time. Significant judgment is required in both the assessment of likelihood and in the determination of a range of potential losses. Revisions in the estimates of the potential liabilities could have a material impact on our consolidated financial position or consolidated results of operations. Historically, there have been no material changes in our estimates or assumptions. We do not believe there is a reasonable likelihood there will be a material change in the future estimates.

New Accounting Pronouncements

Recently Adopted Accounting Pronouncements

Effective October 1, 2016, we early adopted ASU No. 2016-09, "*Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*" ("ASU 2016-09"). ASU 2016-09 simplifies several aspects of the accounting for share-based payment transactions, including income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. As a result of the adoption, we recognized $3.6 million and $20.9 million of excess tax benefits related to share-based payments in our provision for income taxes for the quarter and six months ended March 31, 2017, respectively. These items were historically recorded as additional paid-in capital. We elected to apply the change retrospectively in presentation to our condensed consolidated statements of cash flows and no longer classified the excess tax benefits from employee stock plans as a reduction from operating cash flows, which resulted in increases to both net cash provided by operating activities and net cash used in financing activities of $14.0 million for the six months ended March 31, 2016. Our adoption of ASU 2016-09 also impacted the calculation of diluted weighted-average shares under the treasury stock method as we no longer increase or decrease the assumed proceeds from an employee vesting in, or exercising, a share-based payment award by the amount of excess tax benefits or deficiencies taken to additional paid-in capital. For the quarter and six months ended March 31, 2017, the impact was immaterial. Given our historical practice of including employee withholding taxes paid within financing activities in the statement of cash flows, no prior period reclassifications are required by the clarifications on classification provided by ASU 2016-09. Furthermore, we elected to continue to estimate expected forfeitures of employee equity awards to determine the amount of compensation expense to be recognized in each period.

Effective October 1, 2016, we retrospectively adopted ASU No. 2015-03, "*Simplifying the Presentation of Debt Issuance*" ("ASU 2015-03"). ASU 2015-03 requires an entity to present debt issuance costs related to a recognized debt liability, other than those relating to line-of-credit arrangements, in the balance sheet as a direct deduction from the related debt liability rather than as an asset. As a result of the adoption, at March 31, 2017, the amount of debt issuance costs reflected as a deduction of long-term debt was $0.3 million. At September 30, 2016, the amount of debt issuance costs reclassified from other assets to a deduction of long-term debt was $0.4 million.

Recent Accounting Pronouncements Not Yet Adopted

In May 2014, the Financial Accounting Standards Board ("FASB") issued ASU No. 2014-09, "*Revenue from Contracts with Customers (Topic 606)*" ("ASU 2014-09"). ASU 2014-09 requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. ASU 2014-09 will replace most existing revenue recognition guidance in U.S. Generally Accepted Accounting Principles when it becomes effective and permits the use of either the retrospective or cumulative effect transition method. The guidance also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts. In August 2015, the FASB issued ASU No. 2015-14, "*Deferral of the Effective Date*" ("ASU 2015-14"), which defers the effective date for ASU 2014-09 by one year. For public entities, the guidance in ASU 2014-09 will be effective for annual reporting periods beginning after December 15, 2017 (including interim reporting periods within those periods), which means it will be effective for our fiscal year beginning October 1, 2018. Early adoption is permitted to the original effective date of December 15, 2016 (including interim reporting periods within those periods). In March 2016, the FASB issued ASU No. 2016-08, "*Principal versus Agent Considerations (Reporting Revenue versus Net)*" ("ASU 2016-08"), which clarifies the implementation guidance on principal versus agent considerations in the new revenue recognition standard. In April 2016, the FASB issued ASU No. 2016-10, "*Identifying Performance Obligations and Licensing*" ("ASU 2016-10"), which reduces the complexity when applying the guidance for identifying performance obligations and improves the operability and understandability of the license implementation guidance. In May 2016, the FASB issued ASU No. 2016-12 "*Narrow-Scope Improvements and Practical Expedients*" ("ASU 2016-12"), which amends the guidance on transition, collectability, noncash consideration and the presentation of sales and other similar taxes. In December 2016, the FASB further issued ASU 2016-20, "*Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers*" ("ASU 2016-20"), which makes minor corrections or minor improvements to the Codification that are not expected to have a significant effect on current accounting practice or create a significant administrative cost to most entities. The amendments are intended to address implementation issues that were raised by stakeholders and provide additional practical expedients to reduce the cost and complexity of applying the new revenue standard. These amendments have the same effective date as the new revenue standard. Preliminarily, we plan to adopt Topic 606 in the first quarter of our fiscal 2019 using the retrospective transition method, and are continuing to evaluate the impact our pending adoption of Topic 606 will have on our consolidated financial statements.

In October 2016, the FASB issued ASU No. 2016-16, "*Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory*" ("ASU 2016-16"). ASU 2016-16 requires an entity to recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. The guidance is effective for fiscal years and interim periods beginning after December 15, 2017, which means it will be effective for our fiscal year beginning October 1, 2018. ASU 2016-16 should be applied on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings at the beginning of the period of adoption. Early adoption is permitted in the first interim period of an entity's annual financial statements. We are currently evaluating the timing of our adoption and the impact that the updated standard will have on our consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, "*Leases (Topic 842)*" ("ASU 2016-02"), which requires lessees to put most leases on their balance sheets but recognize the expenses on their income statements in a manner similar to current practice. ASU 2016-02 states that a lessee would recognize a lease liability for the obligation to make lease payments and a right-to-use asset for the right to use the underlying asset for the lease term. ASU 2016-02 is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2018, which means it will be effective for our fiscal year beginning October 1, 2019. Early adoption is permitted. We are currently evaluating the timing of our adoption and the impact that the updated standard will have on our consolidated financial statements.

Item 3. *Quantitative and Qualitative Disclosures About Market Risk*

Market Risk Disclosures

We are exposed to market risk related to changes in interest rates and foreign exchange rates. We do not use derivative financial instruments for speculative or trading purposes.

Interest Rate

We maintain an investment portfolio consisting of bank deposits and money market funds. The funds provide daily liquidity and may be subject to interest rate risk and fall in value if market interest rates increase. We do not expect our operating results or cash flows to be affected to any significant degree by a sudden change in market interest rates. The following table presents the principal amounts and related weighted-average yields for our investments with interest rate risk at March 31, 2017 and September 30, 2016:

	March 31, 2017			September 30, 2016		
	Cost Basis	Carrying Amount	Average Yield	Cost Basis	Carrying Amount	Average Yield
	(Dollars in thousands)					
Cash and cash equivalents	$ 115,848	$ 115,848	0.19%	$ 75,926	$ 75,926	0.17%

On May 7, 2008, we issued $275 million of senior notes to a group of institutional investors in a private placement (the "2008 Senior Notes"). On July 14, 2010 we issued an additional $245 million of senior notes to a group of institutional investors in a private placement (the "2010 Senior Notes" and, with the 2008 Senior Notes, the "Senior Notes"). The fair value of the Senior Notes may increase or decrease due to various factors, including fluctuations in market interest rates and fluctuations in general economic conditions. See "Management's Discussion and Analysis of Financial Condition and Results of Operations – Capital Resources and Liquidity" for additional information on the Senior Notes. The following table presents the carrying amounts and fair values for the Senior Notes at March 31, 2017 and September 30, 2016:

	March 31, 2017		September 30, 2016	
	Carrying Amounts	Fair Value	Carrying Amounts	Fair Value
	(In thousands)			
The 2008 Senior Notes	$ 131,000	$ 136,675	$ 131,000	$ 139,902
The 2010 Senior Notes	185,000	191,669	185,000	195,715
Debt issuance costs	(280)	(280)	(376)	(376)
Total	$ 315,720	$ 328,064	$ 315,624	$ 335,241

We have a $400 million unsecured revolving line of credit with a syndicate of banks that expires on December 30, 2019. Proceeds from the credit facility can be used for working capital and general corporate purposes and may also be used for the refinancing of existing debt, acquisitions, and the repurchase of our common stock. Interest on amounts borrowed under the credit facility is based on (i) a base rate, which is the greater of (a) the prime rate, (b) the Federal Funds rate plus 0.500% and (c) the one-month LIBOR rate plus 1.000%, plus, in each case, an applicable margin, or (ii) an adjusted LIBOR rate plus an applicable margin. The applicable margin for base rate borrowings ranges from 0% to 0.875% and for LIBOR borrowings ranges from 1.000% to 1.875%, and is determined based on our consolidated leverage ratio. A change in interest rates on this variable rate debt impacts the interest incurred and cash flows, but does not impact the fair value of the instrument. We had $310.0 million in borrowings outstanding at a weighted average interest rate of 2.326% under the credit facility as of March 31, 2017.

Foreign Currency Forward Contracts

We maintain a program to manage our foreign exchange rate risk on existing foreign-currency-denominated receivable and cash balances by entering into forward contracts to sell or buy foreign currencies. At period end, foreign-currency-denominated receivable and cash balances held by our various reporting entities are remeasured into their respective functional currencies at current market rates. The change in value from this remeasurement is then reported as a foreign exchange gain or loss for that period in our accompanying condensed consolidated statements of income and comprehensive income and the resulting gain or loss on the forward contract mitigates the foreign exchange rate risk of the associated assets. All of our foreign currency forward contracts have maturity periods of less than three months. Such derivative financial instruments are subject to market risk.

The following tables summarize our outstanding foreign currency forward contracts, by currency, at March 31, 2017 and September 30, 2016:

	March 31, 2017			
	Contract Amount			Fair Value
	Foreign Currency		US$	US$
	(In thousands)			
Sell foreign currency:				
Euro (EUR)	EUR	5,700	$ 6,113	$ —
Buy foreign currency:				
British pound (GBP)	GBP	4,479	$ 5,600	$ —

	September 30, 2016			
	Contract Amount			Fair Value
	Foreign Currency		US$	US$
	(In thousands)			
Sell foreign currency:				
Euro (EUR)	EUR	7,850	$ 8,743	$ —
Buy foreign currency:				
British pound (GBP)	GBP	7,721	$ 10,000	$ —

The foreign currency forward contracts were entered into on March 31, 2017 and September 30, 2016, respectively; therefore, their fair value was $0 on each of these dates.

Item 4. ***Controls and Procedures***

Evaluation of Disclosure Controls and Procedures

An evaluation was carried out under the supervision and with the participation of FICO's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of FICO's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this quarterly report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that FICO's disclosure controls and procedures are effective to ensure that information required to be disclosed by FICO in reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and (ii) accumulated and communicated to the Chief Executive Officer and Chief Financial Officer to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

No change in FICO's internal control over financial reporting was identified in connection with the evaluation required by Rule 13a-15(d) of the Exchange Act that occurred during the period covered by this quarterly report and that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. ***Legal Proceedings***

Not Applicable.

Item 1A. ***Risk Factors***

Risks Related to Our Business

We continue to expand the pursuit of our Decision Management strategy, and we may not be successful, which could cause our growth prospects and results of operations to suffer.

We continue to expand the pursuit of our business objective to become a leader in helping businesses automate and improve decisions across their enterprises, an approach that we commonly refer to as Decision Management, or "DM." Our DM strategy is designed to enable us to increase our business by selling multiple products to clients, as well as to enable the development of custom client solutions that may lead to opportunities to develop new proprietary scores or other new proprietary products. The market may be unreceptive to this general DM business approach, including being unreceptive to purchasing multiple products from us or unreceptive to our customized solutions. If our DM strategy is not successful, we may not be able to grow our business, growth may occur more slowly than we anticipate, or our revenues and profits may decline.

We derive a substantial portion of our revenues from a small number of products and services, and if the market does not continue to accept these products and services, our revenues will decline.

We expect that revenues derived from our scoring solutions, fraud solutions, customer management solutions and tools will continue to account for a substantial portion of our total revenues for the foreseeable future. Our revenues will decline if the market does not continue to accept these products and services. Factors that might affect the market acceptance of these products and services include the following:

- changes in the business analytics industry;
- changes in technology;
- our inability to obtain or use key data for our products;
- saturation or contraction of market demand;
- loss of key customers;
- industry consolidation;
- failure to execute our selling approach; and
- inability to successfully sell our products in new vertical markets.

If we are unable to access new markets or develop new distribution channels, our business and growth prospects could suffer.

We expect that part of the growth that we seek to achieve through our DM strategy will be derived from the sale of DM products and service solutions in industries and markets we do not currently serve. We also expect to grow our business by delivering our DM solutions through additional distribution channels. If we fail to penetrate these industries and markets to the degree we anticipate utilizing our DM strategy, or if we fail to develop additional distribution channels, we may not be able to grow our business, growth may occur more slowly than we anticipate, or our revenues and profits may decline.

If we are unable to develop successful new products or if we experience defects, failures and delays associated with the introduction of new products, our business could suffer serious harm.

Our growth and the success of our DM strategy depend upon our ability to develop and sell new products or suites of products, including the development and sale of our cloud-based product offerings. If we are unable to develop new products, or if we are not successful in introducing new products, we may not be able to grow our business or growth may occur more slowly than we anticipate. In addition, significant undetected errors or delays in new products or new versions of products may affect market acceptance of our products and could harm our business, financial condition or results of operations. In the past, we have experienced delays while developing and introducing new products and product enhancements, primarily due to difficulties developing models, acquiring data, and adapting to particular operating environments or certain client or other systems. We have also experienced errors or "bugs" in our software products, despite testing prior to release of the products. Software errors in our products could affect the ability of our products to work with other hardware or software products, could delay the development or release of new products or new versions of products, and could adversely affect market acceptance of our products. Errors or defects in our products that are significant, or are perceived to be significant, could result in rejection of our products, damage to our reputation, loss of revenues, diversion of development resources, an increase in product liability claims, and increases in service and support costs and warranty claims.

We rely on relatively few customers, as well as our contracts with the three major credit reporting agencies, for a significant portion of our revenues and profits. Many of our customers are significantly larger than we are and may have greater bargaining power. The businesses of our largest customers depend, in large part, on favorable macroeconomic conditions. If these customers are negatively impacted by weak global economic conditions, global economic volatility or the terms of these relationships otherwise change, our revenues and operating results could decline.

Most of our customers are relatively large enterprises, such as banks, credit card processors, insurance companies, healthcare firms, retailers and public agencies. As a result, many of our customers and potential customers are significantly larger than we are and may have sufficient bargaining power to demand reduced prices and favorable nonstandard terms.

In addition, the U.S. and other key international economies have experienced in the past a downturn in which economic activity was impacted by falling demand for a variety of goods and services, restricted credit, poor liquidity, reduced corporate profitability, volatility in credit, equity and foreign exchange markets, bankruptcies and overall uncertainty with respect to the economy. The European Union continues to face great economic uncertainty which could impact the overall world economy or various other regional economies. The potential for economic disruption presents considerable risks to our business, including potential bankruptcies or credit deterioration of financial institutions with which we have substantial relationships. Such disruption could result in a decline in the volume of transactions that we execute for our customers.

We also derive a substantial portion of our revenues and operating income from our contracts with the three major credit reporting agencies, TransUnion, Equifax and Experian, and other parties that distribute our products to certain markets. The loss of or a significant change in a relationship with one of these credit reporting agencies with respect to their distribution of our products or with respect to our myFICO® offerings, the loss of or a significant change in a relationship with a major customer, the loss of or a significant change in a relationship with a significant third-party distributor (including credit card processors), or the delay of significant revenues from these sources, could have a material adverse effect on our revenues and results of operations.

We rely on relationships with third parties for marketing, distribution and certain services. If we experience difficulties in these relationships, our future revenues may be adversely affected.

Most of our products rely on distributors, and we intend to continue to market and distribute our products through existing and future distributor relationships. Our Scores segment relies on, among others, TransUnion, Equifax and Experian. Failure of our existing and future distributors to generate significant revenues, demands by such distributors to change the terms on which they offer our products, or our failure to establish additional distribution or sales and marketing alliances, could have a material adverse effect on our business, operating results and financial condition. In addition, certain of our distributors presently compete with us and may compete with us in the future, either by developing competitive products themselves or by distributing competitive offerings. For example, TransUnion, Equifax and Experian have developed a credit scoring product to compete directly with our products and are collectively attempting to sell the product. Competition from distributors or other sales and marketing partners could significantly harm sales of our products and services.

Our acquisition and divestiture activities may disrupt our ongoing business and may involve increased expenses, and we may not realize the financial and strategic goals contemplated at the time of a transaction.

We have acquired and expect to continue to acquire companies, businesses, products, services and technologies. Acquisitions involve significant risks and uncertainties, including:

- our ongoing business may be disrupted and our management's attention may be diverted by acquisition, transition or integration activities;
- an acquisition may not further our business strategy as we expected, we may not integrate acquired operations or technology as successfully as we expected or we may overpay for our investments, or otherwise not realize the expected return, which could adversely affect our business or operating results;
- we may be unable to retain the key employees, customers and other business partners of the acquired operation;
- we may have difficulties entering new markets where we have no or limited direct prior experience or where competitors may have stronger market positions;
- our operating results or financial condition may be adversely impacted by claims or liabilities we assume from an acquired company, business, product or technology, including claims by government agencies, terminated employees, current or former customers, former stockholders or other third parties; pre-existing contractual relationships of an acquired company we would not have otherwise entered into; unfavorable revenue recognition or other accounting treatment as a result of an acquired company's practices; and intellectual property claims or disputes;
- we may fail to identify or assess the magnitude of certain liabilities or other circumstances prior to acquiring a company, business, product or technology, which could result in unexpected litigation or regulatory exposure, unfavorable accounting treatment, unexpected increases in taxes due, a loss of anticipated tax benefits or other adverse effects on our business, operating results or financial condition;
- we may not realize the anticipated increase in our revenues from an acquisition for a number of reasons, including if a larger than predicted number of customers decline to renew their contracts, if we are unable to sell the acquired products to our customer base or if contract models of an acquired company do not allow us to recognize revenues on a timely basis;
- we may have difficulty incorporating acquired technologies or products with our existing product lines and maintaining uniform standards, architecture, controls, procedures and policies;
- our use of cash to pay for acquisitions may limit other potential uses of our cash, including stock repurchases, dividend payments and retirement of outstanding indebtedness;
- to the extent we issue a significant amount of equity securities in connection with future acquisitions, existing stockholders may be diluted and earnings per share may decrease; and
- we may experience additional or unexpected changes in how we are required to account for our acquisitions pursuant to U.S. generally accepted accounting principles, including arrangements we assume from an acquisition.

We have also divested ourselves of businesses in the past and may do so again in the future. Divestitures involve significant risks and uncertainties, including:

- disruption of our ongoing business;
- reductions of our revenues or earnings per share;
- unanticipated liabilities, legal risks and costs;
- the potential loss of key personnel;
- distraction of management from our ongoing business; and
- impairment of relationships with employees and customers as a result of migrating a business to new owners.

Because acquisitions and divestitures are inherently risky, our transactions may not be successful and may have a material adverse effect on our business, results of operations, financial condition or cash flows. Acquisitions of businesses having a significant presence outside the U.S. will increase our exposure to the risks of conducting operations in international markets.

Charges to earnings resulting from acquisitions may adversely affect our operating results.

Under business combination accounting standards, we recognize the identifiable assets acquired and the liabilities assumed in acquired companies generally at their acquisition-date fair values and separately from goodwill. Goodwill is measured as the excess amount of consideration transferred, which is also generally measured at fair value, and the net of the amounts of the identifiable assets acquired and the liabilities assumed as of the acquisition date. Our estimates of fair value are based upon assumptions believed to be reasonable but which are inherently uncertain. After we complete an acquisition, the following factors could result in material charges and adversely affect our operating results and may adversely affect our cash flows:

- impairment of goodwill or intangible assets, or a reduction in the useful lives of intangible assets acquired;
- amortization of intangible assets acquired;
- identification of, or changes to, assumed contingent liabilities, both income tax and non-income tax related, after our final determination of the amounts for these contingencies or the conclusion of the measurement period (generally up to one year from the acquisition date), whichever comes first;
- costs incurred to combine the operations of companies we acquire, such as transitional employee expenses and employee retention, redeployment or relocation expenses;
- charges to our operating results to maintain certain duplicative pre-merger activities for an extended period of time or to maintain these activities for a period of time that is longer than we had anticipated, charges to eliminate certain duplicative pre-merger activities, and charges to restructure our operations or to reduce our cost structure; and
- charges to our operating results resulting from expenses incurred to effect the acquisition.

Substantially all of these costs will be accounted for as expenses that will decrease our net income and earnings per share for the periods in which those costs are incurred. Charges to our operating results in any given period could differ substantially from other periods based on the timing and size of our future acquisitions and the extent of integration activities. A more detailed discussion of our accounting for business combinations and other items is presented in the “Critical Accounting Policies and Estimates” section of Management’s Discussion and Analysis of Financial Condition and Results of Operations (Item 7).

Our reengineering initiative may cause our growth prospects and profitability to suffer.

As part of our management approach, we implemented an ongoing reengineering initiative designed to grow revenues through strategic resource allocation and improve profitability through cost reductions. Our reengineering initiative may not be successful over the long term as a result of our failure to reduce expenses at the anticipated level, or a lower, or no, positive impact on revenues from strategic resource allocation. If our reengineering initiative is not successful over the long term, our revenues, results of operations and business may suffer.

The occurrence of certain negative events may cause fluctuations in our stock price.

The market price of our common stock may be volatile and could be subject to wide fluctuations due to a number of factors, including variations in our revenues and operating results. We believe that you should not rely on period-to-period comparisons of financial results as an indication of future performance. Because many of our operating expenses are fixed and will not be affected by short-term fluctuations in revenues, short-term fluctuations in revenues may significantly impact operating results. Additional factors that may cause our stock price to fluctuate include the following:

- variability in demand from our existing customers;
- failure to meet the expectations of market analysts;
- changes in recommendations by market analysts;
- the lengthy and variable sales cycle of many products, combined with the relatively large size of orders for our products, increases the likelihood of short-term fluctuation in revenues;
- consumer or customer dissatisfaction with, or problems caused by, the performance of our products;
- the timing of new product announcements and introductions in comparison with our competitors;
- the level of our operating expenses;
- changes in competitive and other conditions in the consumer credit, banking and insurance industries;
- fluctuations in domestic and international economic conditions;
- our ability to complete large installations on schedule and within budget;
- acquisition-related expenses and charges; and
- timing of orders for and deliveries of software systems.

In addition, the financial markets have at various times experienced significant price and volume fluctuations that have particularly affected the stock prices of many technology companies and financial services companies, and these fluctuations sometimes have been unrelated to the operating performance of these companies. Broad market fluctuations, as well as industry-specific and general economic conditions, may negatively affect our business and require us to record an impairment charge related to goodwill, which could adversely affect our results of operations, stock price and business.

Our products have long and variable sales cycles. If we do not accurately predict these cycles, we may not forecast our financial results accurately, and our stock price could be adversely affected.

We experience difficulty in forecasting our revenues accurately because the length of our sales cycles makes it difficult for us to predict the quarter in which sales will occur. In addition, our selling approach is complex as we look to sell multiple products and services across our customers' organizations. This makes forecasting of revenues in any given period more difficult. As a result of our sales approach and lengthening sales cycles, revenues and operating results may vary significantly from period to period. For example, the sales cycle for licensing our products typically ranges from 60 days to 18 months. Customers are often cautious in making decisions to acquire our products because purchasing our products typically involves a significant commitment of capital and may involve shifts by the customer to a new software and/or hardware platform or changes in the customer's operational procedures. This may cause customers, particularly those experiencing financial stress, to make purchasing decisions more cautiously. Delays in completing sales can arise while customers complete their internal procedures to approve large capital expenditures and test and accept our applications. Consequently, we face difficulty predicting the quarter in which sales to expected customers will occur and experience fluctuations in our revenues and operating results. If we are unable to accurately forecast our revenues, our stock price could be adversely affected.

We typically have revenue-generating transactions concentrated in the final weeks of a quarter, which may prevent accurate forecasting of our financial results and cause our stock price to decline.

Large portions of our software license agreements are consummated in the weeks immediately preceding quarter end. Before these agreements are consummated, we create and rely on forecasted revenues for planning, modeling and earnings guidance. Forecasts, however, are only estimates and actual results may vary for a particular quarter or longer periods of time. Consequently, significant discrepancies between actual and forecasted results could limit our ability to plan, budget or provide accurate guidance, which could adversely affect our stock price. Any publicly-stated revenue or earnings projections are subject to this risk.

The failure to recruit and retain additional qualified personnel could hinder our ability to successfully manage our business.

Our DM strategy and our future success will depend in large part on our ability to attract and retain experienced sales, consulting, research and development, marketing, technical support and management personnel. The complexity of our products requires highly trained customer service and technical support personnel to assist customers with product installation and deployment. The labor market for these individuals is very competitive due to the limited number of people available with the necessary technical skills and understanding and may become more competitive with general market and economic improvement. We cannot be certain that our compensation strategies will be perceived as competitive by current or prospective employees. This could impair our ability to recruit and retain personnel. We have experienced difficulty in recruiting qualified personnel, especially technical, sales and consulting personnel, and we may need additional staff to support new customers and/or increased customer needs. We may also recruit skilled technical professionals from other countries to work in the U.S., and from the U.S. and other countries to work abroad. Limitations imposed by immigration laws in the U.S. and abroad and the availability of visas in the countries where we do business could hinder our ability to attract necessary qualified personnel and harm our business and future operating results. There is a risk that even if we invest significant resources in attempting to attract, train and retain qualified personnel, we will not succeed in our efforts, and our business could be harmed. The failure of the value of our stock to appreciate may adversely affect our ability to use equity and equity-based incentive plans to attract and retain personnel, and may require us to use alternative and more expensive forms of compensation for this purpose.

The failure to obtain certain forms of model construction data from our customers or others could harm our business.

Our business requires that we develop or obtain a reliable source of sufficient amounts of current and statistically relevant data to analyze transactions and update our products. In most cases, these data must be periodically updated and refreshed to enable our products to continue to work effectively in a changing environment. We do not own or control much of the data that we require, most of which is collected privately and maintained in proprietary databases. Customers and key business alliances provide us with the data we require to analyze transactions, report results and build new models. Our DM strategy depends in part upon our ability to access new forms of data to develop custom and proprietary analytic tools. If we fail to maintain sufficient data sourcing relationships with our customers and business alliances, or if they decline to provide such data due to privacy concerns, competition concerns, prohibitions or a lack of permission from their customers or partners, we could lose access to required data and our products, and the development of new products, might become less effective. Third parties have asserted copyright and other intellectual property interests in these data, and these assertions, if successful, could prevent us from using these data. Any interruption of our supply of data could seriously harm our business, financial condition or results of operations.

We will continue to rely upon proprietary technology rights, and if we are unable to protect them, our business could be harmed.

Our success depends, in part, upon our proprietary technology and other intellectual property rights. To date, we have relied primarily on a combination of copyright, patent, trade secret, and trademark laws, and nondisclosure and other contractual restrictions on copying and distribution, to protect our proprietary technology. This protection of our proprietary technology is limited, and our proprietary technology could be used by others without our consent. In addition, patents may not be issued with respect to our pending or future patent applications, and our patents may not be upheld as valid or may not prevent the development of competitive products. Any disclosure, loss, invalidity of, or failure to protect our intellectual property could negatively impact our competitive position, and ultimately, our business. There can be no assurance that our protection of our intellectual property rights in the U.S. or abroad will be adequate or that others, including our competitors, will not use our proprietary technology without our consent. Furthermore, litigation may be necessary to enforce our intellectual property rights, to protect our trade secrets, or to determine the validity and scope of the proprietary rights of others. Such litigation could result in substantial costs and diversion of resources and could harm our business, financial condition or results of operations.

Some of our technologies were developed under research projects conducted under agreements with various U.S. government agencies or subcontractors. Although we have commercial rights to these technologies, the U.S. government typically retains ownership of intellectual property rights and licenses in the technologies developed by us under these contracts, and in some cases can terminate our rights in these technologies if we fail to commercialize them on a timely basis. Under these contracts with the U.S. government, the results of research may be made public by the government, limiting our competitive advantage with respect to future products based on our research.

If we are subject to infringement claims, it could harm our business.

We expect that products in the industry segments in which we compete, including software products, will increasingly be subject to claims of patent and other intellectual property infringement as the number of products and competitors in our industry segments grow. We may need to defend claims that our products infringe intellectual property rights, and as a result we may:

- incur significant defense costs or substantial damages;
- be required to cease the use or sale of infringing products;
- expend significant resources to develop or license a substitute non-infringing technology;
- discontinue the use of some technology; or
- be required to obtain a license under the intellectual property rights of the third party claiming infringement, which license may not be available or might require substantial royalties or license fees that would reduce our margins.

Moreover, in recent years, individuals and groups that are non-practicing entities, commonly referred to as “patent trolls”, have purchased patents and other intellectual property assets for the purpose of making claims of infringement in order to extract settlements. From time to time, we may receive threatening letters or notices or may be the subject of claims that our solutions and underlying technology infringe or violate the intellectual property rights of others. Responding to such claims, regardless of their merit, can be time consuming, costly to defend in litigation, divert management's attention and resources, damage our reputation and brand, and cause us to incur significant expenses.

If our security measures are compromised or unauthorized access to customer or consumer data is otherwise obtained, our products and services may be perceived as not being secure, customers may curtail or cease their use of our products and services, our reputation may be damaged and we could incur significant liabilities.

Our business requires the storage, transmission and utilization of sensitive consumer and customer information. Many of our products are provided by us through the Internet. Security breaches could expose us to a risk of loss, the unauthorized disclosure of consumer or customer information, litigation, indemnity obligations and other liability. If our security measures are breached as a result of third-party action, employee error, malfeasance or otherwise, and as a result, someone obtains unauthorized access to our systems or to consumer or customer information, our reputation may be damaged, our business may suffer and we could incur significant liability. Because the techniques used to obtain unauthorized access, or to sabotage systems, change frequently and generally are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. Malicious third parties may also conduct attacks designed to temporarily deny customers access to our services. Security compromises experienced by our competitors, by our customers or by us may lead to public disclosures, which may lead to widespread negative publicity. Any security compromise in our industry, whether actual or perceived, could harm our reputation, erode customer confidence in the effectiveness of our security measures, negatively impact our ability to attract new customers, cause existing customers to curtail or cease their use of our products and services or subject us to third-party lawsuits, regulatory fines or other action or liability, which could materially and adversely affect our business and operating results.

Protection from system interruptions is important to our business. If we experience system interruptions, it could harm our business.

Systems or network interruptions, including interruptions experienced in connection with our cloud-based and other product offerings, could delay and disrupt our ability to develop, deliver or maintain our products and services, causing harm to our business and reputation and resulting in loss of customers or revenue. These interruptions can include software or hardware malfunctions, communication failures, outages or other failures of third party environments or service providers, fires, floods, earthquakes, power losses, equipment failures and other events beyond our control.

Risks Related to Our Industry

Our ability to increase our revenues will depend to some extent upon introducing new products and services. If the marketplace does not accept these new products and services, our revenues may decline.

We have a significant share of the available market in portions of our Scores segment and for certain services in our Applications segment, specifically, the markets for account management services at credit card processors and credit card fraud detection software. To increase our revenues, we must enhance and improve existing products and continue to introduce new products and new versions of existing products that keep pace with technological developments, satisfy increasingly sophisticated customer requirements and achieve market acceptance. We believe much of the future growth of our business and the success of our DM strategy will rest on our ability to continue to expand into newer markets for our products and services. Such areas are relatively new to our product development and sales and marketing personnel. Products that we plan to market in the future are in various stages of development. We cannot assure you that the marketplace will accept these products. If our current or potential customers are not willing to switch to or adopt our new products and services, either as a result of the quality of these products and services or due to other factors, such as economic conditions, our revenues will decrease.

If we fail to keep up with rapidly changing technologies, our products could become less competitive or obsolete.

In our markets, technology changes rapidly, and there are continuous improvements in computer hardware, network operating systems, programming tools, programming languages, operating systems, database technology and the use of the Internet. If we fail to enhance our current products and develop new products in response to changes in technology or industry standards, or if we fail to bring product enhancements or new product developments to market quickly enough, our products could rapidly become less competitive or obsolete. Our future success will depend, in part, upon our ability to:

- innovate by internally developing new and competitive technologies;
- use leading third-party technologies effectively;
- continue to develop our technical expertise;
- anticipate and effectively respond to changing customer needs;
- initiate new product introductions in a way that minimizes the impact of customers delaying purchases of existing products in anticipation of new product releases; and
- influence and respond to emerging industry standards and other technological changes.

If our competitors introduce new products and pricing strategies, it could decrease our product sales and market share, or could pressure us to reduce our product prices in a manner that reduces our margins.

We may not be able to compete successfully against our competitors, and this inability could impair our capacity to sell our products. The market for business analytics is new, rapidly evolving and highly competitive, and we expect competition in this market to persist and intensify. Our regional and global competitors vary in size and in the scope of the products and services they offer, and include:

- in-house analytic and systems developers;
- scoring model builders;
- enterprise resource planning, customer relationship management, and customer communication and mobility solution providers;
- business intelligence solutions providers;
- credit report and credit score providers;
- business process management and decision rules management providers;
- process modeling tools providers;
- automated application processing services providers;
- data vendors;
- neural network developers and artificial intelligence system builders;
- third-party professional services and consulting organizations;
- account/workflow management software providers;
- software tools companies supplying modeling, rules, or analytic development tools; collections and recovery solutions providers; entity resolution and social network analysis solutions providers; and
- cloud-based customer engagement and risk management solutions providers.

We expect to experience additional competition from other established and emerging companies, as well as from other technologies. For example, certain of our fraud solutions products compete against other methods of preventing credit card fraud, such as credit cards that contain the cardholder’s photograph; smart cards; cardholder verification and authentication solutions; biometric measures on devices including fingerprint and face matching; and other card authorization techniques and user verification techniques. Many of our anticipated competitors have greater financial, technical, marketing, professional services and other resources than we do, and industry consolidation is creating even larger competitors in many of our markets. As a result, our competitors may be able to respond more quickly to new or emerging technologies and changes in customer requirements. They may also be able to devote greater resources than we can to develop, promote and sell their products. Many of these companies have extensive customer relationships, including relationships with many of our current and potential customers. Furthermore, new competitors or alliances among competitors may emerge and rapidly gain significant market share. For example, TransUnion, Equifax and Experian have formed an alliance that has developed a credit scoring product competitive with our products. If we are unable to respond as quickly or effectively to changes in customer requirements as our competition, our ability to expand our business and sell our products will be negatively affected.

Our competitors may be able to sell products competitive to ours at lower prices individually or as part of integrated suites of several related products. This ability may cause our customers to purchase products that directly compete with our products from our competitors. Price reductions by our competitors could negatively impact our margins, and could also harm our ability to obtain new long-term contracts and renewals of existing long-term contracts on favorable terms.

Legislation that is enacted by the U.S. Congress, the states, Canadian provinces, and other countries, and government regulations that apply to us or to our customers may expose us to liability, cause us to incur significant expense, affect our ability to compete in certain markets, limit the profitability of or demand for our products, or render our products obsolete. If these laws and regulations require us to change our current products and services, it could adversely affect our business and results of operations.

Legislation and governmental regulation affect how our business is conducted and, in some cases, subject us to the possibility of government supervision and future lawsuits arising from our products and services. Globally, legislation and governmental regulation also influence our current and prospective customers’ activities, as well as their expectations and needs in relation to our products and services. Both our core businesses and our newer initiatives are affected globally by federal, regional, provincial, state and other jurisdictional regulations, including those in the following significant regulatory areas:

- Use of data by creditors and consumer reporting agencies. Examples in the U.S. include the Fair Credit Reporting Act, as amended by the Fair and Accurate Credit Transactions Act;

- Laws and regulations that limit the use of credit scoring models such as state “mortgage trigger” laws, state “inquiries” laws, state insurance restrictions on the use of credit based insurance scores, and the Consumer Credit Directive in the European Union;
- Fair lending laws, such as the Truth In Lending Act and Regulation Z, as amended by the Credit Card Accountability Responsibility and Disclosure Act of 2009, the Equal Credit Opportunity Act and Regulation B, and the Fair Housing Act;
- Privacy and security laws and regulations that limit the use and disclosure of personally identifiable information or require security procedures, including but not limited to the provisions of the Financial Services Modernization Act of 1999, also known as the Gramm Leach Bliley Act (“GLBA”); the Health Insurance Portability and Accountability Act of 1996, as amended by the Health Information Technology for Economic and Clinical Health Act; the Cybersecurity Act of 2015; the Department of Commerce’s National Institute of Standards and Technology’s Cybersecurity Framework; and identity theft, file freezing, security breach notification and similar state privacy laws;
- Extension of credit to consumers through the Electronic Fund Transfers Act and Regulation E, as well as non-governmental VISA and MasterCard electronic payment standards;
- Regulations applicable to secondary market participants such as Fannie Mae and Freddie Mac that could have an impact on our products;
- Laws and regulations applicable to our customer communication clients and their use of our products and services, including the Telephone Consumer Protection Act and regulations promulgated thereunder;
- Insurance laws and regulations applicable to our insurance clients and their use of our insurance products and services;
- The application or extension of consumer protection laws, such as the Consumer Financial Protection Act, the Fair Debt Collection Practices Act, the Servicemembers Civil Relief Act, and the Military Lending Act, and laws governing the use of the Internet and telemarketing, advertising, endorsements and testimonials and credit repair;
- Laws and regulations applicable to operations in other countries, for example, the European Union’s General Data Protection Regulation, and the Foreign Corrupt Practices Act;
- Sarbanes-Oxley Act requirements to maintain and verify internal process controls, including controls for material event awareness and notification;
- Regulatory expectations for management of third parties (e.g., vendors, contractors, suppliers, distributors), such as OCC Bulletin 2013-29; Federal Reserve Supervisory Letter 13-19 / CA 13-21; Federal Housing Finance Agency Advisory Bulletin AB 2014-07; CFPB Bulletin 2012-03; and FFIEC Outsourcing Technology Services June 2004;
- Regulations applicable to anti-money laundering, such as the Bank Secrecy Act, as amended by the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001;
- Financial regulatory reform stemming from the Dodd-Frank Wall Street Reform and Consumer Protection Act and the many regulations mandated by that Act, including regulations issued by, and the supervisory and investigative authority of, the Bureau of Consumer Financial Protection; and
- Laws and regulations regarding export controls as they apply to FICO products delivered in non-U.S. countries.

In making credit evaluations of consumers, or in performing fraud screening or user authentication, our customers are subject to requirements of multiple jurisdictions, which may impose onerous and contradictory requirements. Privacy legislation such as GLBA or the European Union’s General Data Protection Regulation may also affect the nature and extent of the products or services that we can provide to customers, as well as our ability to collect, monitor and disseminate information subject to privacy protection. In addition to existing regulation, changes in legislative, judicial, regulatory or consumer environments could harm our business, financial condition or results of operations. These regulations and amendments to them could affect the demand for or profitability of some of our products, including scoring and consumer products. New regulations pertaining to financial institutions could cause them to pursue new strategies, reducing the demand for our products.

In response to market disruptions over the past several years, legislators and financial regulators implemented a number of mechanisms designed to add stability to the financial markets, including the provision of direct and indirect assistance to distressed financial institutions, assistance by the banking authorities in arranging acquisitions of weakened banks and broker-dealers, and implementation of programs by the Federal Reserve to provide liquidity to the commercial paper markets. The overall effects of these and other legislative and regulatory efforts on the financial markets are uncertain, and they may not have the intended stabilization effects. Should these or other legislative or regulatory initiatives fail to stabilize and add liquidity to the financial markets over the long term, our business, financial condition, results of operations and prospects could be materially and adversely affected. Whether or not legislative or regulatory initiatives or other efforts designed to address recent economic conditions successfully stabilize and add liquidity to the financial markets over the long term, we may need to modify our strategies, businesses or operations, and we may incur additional costs in order to compete in a changed business environment.

Our revenues depend, to a great extent, upon conditions in the banking (including consumer credit) and insurance industries. If our clients' industries experience uncertainty, it will likely harm our business, financial condition or results of operations.

During fiscal 2016, 74% of our revenues were derived from sales of products and services to the banking and insurance industries. Global economic uncertainty experienced in the U.S. and other key international economies in the past produced substantial stress, volatility, illiquidity and disruption of global credit and other financial markets, resulting in the bankruptcy or acquisition of, or government assistance to, several major domestic and international financial institutions. The potential for disruptions presents considerable risks to our businesses and operations. These risks include potential bankruptcies or credit deterioration of financial institutions, many of which are our customers. Such disruption would result in a decline in the revenue we receive from financial and other institutions.

While the rate of account growth in the U.S. bankcard industry has been slow and many of our large institutional customers have consolidated in recent years, we have generated most of our revenue growth from our bankcard-related scoring and account management businesses by selling and cross-selling our products and services to large banks and other credit issuers. As the banking industry continues to experience contraction in the number of participating institutions, we may have fewer opportunities for revenue growth due to reduced or changing demand for our products and services that support customer acquisition programs of our customers. In addition, industry contraction could affect the base of recurring revenues derived from contracts in which we are paid on a per-transaction basis as formerly separate customers combine their operations under one contract. There can be no assurance that we will be able to prevent future revenue contraction or effectively promote future revenue growth in our businesses.

While we are attempting to expand our sales of consumer credit, banking and insurance products and services into international markets, the risks are greater as these markets are also experiencing substantial disruption and we are less well-known in them.

Risk Related to External Conditions

Material adverse developments in global economic conditions, or the occurrence of certain other world events, could affect demand for our products and services and harm our business.

Purchases of technology products and services and decisioning solutions are subject to adverse economic conditions. When an economy is struggling, companies in many industries delay or reduce technology purchases, and we experience softened demand for our decisioning solutions and other products and services. Global economic uncertainty has produced substantial stress, volatility, illiquidity and disruption of global credit and other financial markets in the past. Any economic uncertainty can negatively affect the businesses and purchasing decisions of companies in the industries we serve. The potential for disruptions presents considerable risks to our businesses and operations. If global economic conditions experience stress and negative volatility, or if there is an escalation in regional or global conflicts or terrorism, we will likely experience reductions in the number of available customers and in capital expenditures by our remaining customers, longer sales cycles, deferral or delay of purchase commitments for our products and increased price competition, which may adversely affect our business, results of operations and liquidity.

For example, on June 23, 2016, the United Kingdom (U.K.) held a referendum in which voters approved an exit from the European Union, commonly referred to as "Brexit". As a result of the referendum, it is expected that the British government will begin negotiating the terms of the U.K.'s future relationship with the European Union. Although it is unknown what those terms will be, the announcement of Brexit caused, and may continue to create, volatility in global stock markets and regional and global economic uncertainty, which may cause our customers to closely monitor their costs and reduce their spending budget on our products and services.

Whether or not recent or new legislative or regulatory initiatives or other efforts successfully stabilize and add liquidity to the financial markets, we may need to modify our strategies, businesses or operations, and we may incur additional costs in order to compete in a changed business environment. Given the volatile nature of the global economic environment and the uncertainties underlying efforts to stabilize it, we may not timely anticipate or manage existing, new or additional risks, as well as contingencies or developments, which may include regulatory developments and trends in new products and services. Our failure to do so could materially and adversely affect our business, financial condition, results of operations and prospects.

In operations outside the U.S., we are subject to unique risks that may harm our business, financial condition or results of operations.

A growing portion of our revenues is derived from international sales. During fiscal 2016, 36% of our revenues were derived from business outside the U.S. As part of our growth strategy, we plan to continue to pursue opportunities outside the U.S., including opportunities in countries with economic systems that are in early stages of development and that may not mature sufficiently to result in growth for our business. Accordingly, our future operating results could be negatively affected by a variety of factors arising out of international commerce, some of which are beyond our control. These factors include:

- general economic and political conditions in countries where we sell our products and services;
- difficulty in staffing and efficiently managing our operations in multiple geographic locations and in various countries;
- effects of a variety of foreign laws and regulations, including restrictions on access to personal information;
- import and export licensing requirements;
- longer payment cycles;
- reduced protection for intellectual property rights;
- currency fluctuations;
- changes in tariffs and other trade barriers; and
- difficulties and delays in translating products and related documentation into foreign languages.

There can be no assurance that we will be able to successfully address each of these challenges in the near term. Additionally, some of our business will be conducted in currencies other than the U.S. dollar. Foreign currency transaction gains and losses are not currently material to our cash flows, financial position or results of operations. However, an increase in our foreign revenues could subject us to increased foreign currency transaction risks in the future.

In addition to the risk of depending on international sales, we have risks incurred in having research and development personnel located in various international locations. We currently have a substantial portion of our product development staff in international locations, some of which have political and developmental risks. If such risks materialize, our business could be damaged.

Our anti-takeover defenses could make it difficult for another company to acquire control of FICO, thereby limiting the demand for our securities by certain types of purchasers or the price investors are willing to pay for our stock.

Certain provisions of our Restated Certificate of Incorporation, as amended, could make a merger, tender offer or proxy contest involving us difficult, even if such events would be beneficial to the interests of our stockholders. These provisions include giving our board the ability to issue preferred stock and determine the rights and designations of the preferred stock at any time without stockholder approval. The rights of the holders of our common stock will be subject to, and may be adversely affected by, the rights of the holders of any preferred stock that may be issued in the future. The issuance of preferred stock, while providing flexibility in connection with possible acquisitions and other corporate purposes, could have the effect of making it more difficult for a third party to acquire, or discouraging a third party from acquiring, a majority of our outstanding voting stock. These factors and certain provisions of the Delaware General Corporation Law may have the effect of deterring hostile takeovers or otherwise delaying or preventing changes in control or changes in our management, including transactions in which our stockholders might otherwise receive a premium over the fair market value of our common stock.

If we experience changes in tax laws or adverse outcomes resulting from examination of our income tax returns, it could adversely affect our results of operations.

We are subject to federal and state income taxes in the U.S. and in certain foreign jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes. Our future effective tax rates could be adversely affected by changes in tax laws, by our ability to generate taxable income in foreign jurisdictions in order to utilize foreign tax losses, and by the valuation of our deferred tax assets. In addition, we are subject to the examination of our income tax returns by the Internal Revenue Service and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from such examinations to determine the adequacy of our provision for income taxes. There can be no assurance that the outcomes from such examinations will not have an adverse effect on our operating results and financial condition.

Item 2. ***Unregistered Sales of Equity Securities and Use of Proceeds***

Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (2)
January 1, 2017 through January 31, 2017	164,679	$ 122.93	158,164	$ 180,119,819
February 1, 2017 through February 28, 2017	110,457	$ 129.98	110,000	$ 165,822,063
March 1, 2017 through March 31, 2017	83,520	$ 130.75	80,000	$ 155,354,116
	358,656	$ 126.92	348,164	$ 155,354,116

(1) Includes 10,492 shares delivered in satisfaction of the tax withholding obligations resulting from the vesting of restricted stock units held by employees during the quarter ended March 31, 2017.

(2) In July 2016, our Board of Directors approved a stock repurchase program following the completion of our previous program. This program was open-ended and authorized repurchases of shares of our common stock up to an aggregate cost of $250.0 million in the open market or in negotiated transactions.

Item 3. ***Defaults Upon Senior Securities***

Not applicable.

Item 4. ***Mine Safety Disclosures***

Not applicable.

Item 5. ***Other Information***

Not applicable.

Item 6. *Exhibits*

Exhibit Number	Description
3.1	Composite Restated Certificate of Incorporation of Fair Isaac Corporation (incorporated by reference to Exhibit 3.2 to the Company's Form 10-Q for the quarter ended December 31, 2009 (file no. 001-11689)).
3.2	By-laws of Fair Isaac Corporation (incorporated by reference to Exhibit 3.1 to the Company's Form 10-Q for the quarter ended December 31, 2009 (file no. 001-11689)).
10.1*	Form of Director Non-Statutory Stock Option Agreement under the 2012 Long-Term Incentive Plan.
10.2 *	Form of Director Restricted Stock Unit Award Agreement under the 2012 Long-Term Incentive Plan.
31.1 *	Rule 13a-14(a)/15d-14(a) Certifications of CEO.
31.2 *	Rule 13a-14(a)/15d-14(a) Certifications of CFO.
32.1 *	Section 1350 Certification of CEO.
32.2 *	Section 1350 Certification of CFO.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

* Filed herewith.

SIGNATURES

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

FAIR ISAAC CORPORATION

DATE: April 27, 2017

By /s/ MICHAEL J. PUNG

Michael J. Pung

Executive Vice President and Chief Financial Officer

(for Registrant as duly authorized officer and

as Principal Financial Officer)

DATE: April 27, 2017

By /s/ MICHAEL S. LEONARD

Michael S. Leonard

Vice President and Chief Accounting Officer

(Principal Accounting Officer)

EXHIBIT INDEX

To Fair Isaac Corporation Report On Form 10-Q
For The Quarterly Period Ended March 31, 2017

Exhibit Number	Description	
3.1	Composite Restated Certificate of Incorporation of Fair Isaac Corporation.	Incorporated by Reference
3.2	By-laws of Fair Isaac Corporation.	Incorporated by Reference
10.1	Form of Director Non-Statutory Stock Option Agreement under the 2012 Long-Term Incentive Plan.	Filed Electronically
10.2	Form of Director Restricted Stock Unit Award Agreement under the 2012 Long-Term Incentive Plan.	Filed Electronically
31.1	Rule 13a-14(a)/15d-14(a) Certifications of CEO.	Filed Electronically
31.2	Rule 13a-14(a)/15d-14(a) Certifications of CFO.	Filed Electronically
32.1	Section 1350 Certification of CEO.	Filed Electronically
32.2	Section 1350 Certification of CFO.	Filed Electronically
101.INS	XBRL Instance Document.	
101.SCH	XBRL Taxonomy Extension Schema Document.	
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.	
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.	
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.	
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.	

Fair Isaac Corporation
2012 Long-Term Incentive Plan
Director Non-Statutory Stock Option Agreement

Option Terms and Conditions*

1. **Grant of Stock Options.** The Company hereby grants to you, subject to the terms and conditions in this Director Non-Statutory Stock Option Agreement (the “Agreement”) and subject to the terms and conditions of the Plan, an option to purchase the number of Shares specified on the cover page of this Agreement (the “Option”).

2. **Non-Statutory Stock Option**. This Option is not intended to be an “incentive stock option” within the meaning of Section 422 of the Code and will be interpreted accordingly.

3. **Vesting and Exercise Schedule**. This Option will vest and become exercisable as to the portion of Shares and on the dates specified on the cover page to this Agreement, so long as you remain a Service Provider. The vesting and exercise schedule is cumulative, meaning that to the extent the Option has not already been exercised and has not expired, terminated or been cancelled, you or the person otherwise entitled to exercise the Option as provided in this Agreement may at any time purchase all or any portion of the Shares that may then be purchased under that schedule.

   Vesting and exercisability of this Option will be accelerated during the term of the Option if your Service to the Company or any Affiliate terminates because of your death or Disability, as provided in Section 6(e)(2) of the Plan. Vesting and exercisability will also be accelerated under the circumstances described in Section 13(d) of the Plan or upon a Change in Control and may be accelerated by action of the Committee in accordance with Section 3(b)(2) of the Plan.

4. **Expiration**. This Option will expire and will no longer be exercisable at 5:00 p.m. Central Time on the earlier of:

   (a) the expiration date specified on the cover page of this Agreement; or

   (b) the date that is one year after the termination of your Service as a Service Provider.

5. **Service Requirement**. Except as otherwise provided in Section 3(b) of this Agreement and Section 6(e)(2) of the Plan, this Option may be exercised only while you continue to provide Service to the Company or an Affiliate as a Service Provider, and only if you have continuously provided such Service since the date this Option was granted.

6. **Exercise of Option**. Subject to Section 5 of this Agreement and the Company’s policies governing trading in its securities, the vested and exercisable portion of this Option may be exercised through use of an account maintained for you by a securities broker approved by the Company or through delivery to the Company’s Stock Administration office of written notification of exercise that states the number of Shares to be purchased and is signed or otherwise authenticated by the person exercising this Option. If the person exercising this Option is not the Optionee, he or she also must submit appropriate proof of his or her right to exercise this Option.

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* To the extent any capitalized term used in this Agreement is not defined, it has the meaning assigned to it in the Plan as the Plan currently exists or as it is amended in the future.

7. **Payment of Exercise Price**. When you submit your notice of exercise pursuant to Section 6 of this Agreement, you must include payment of the exercise price of the Shares being purchased through one or a combination of the following methods:

(a) your personal check, a cashier's check or money order;

(b) to the extent permitted by law, a broker-assisted cashless exercise in which you irrevocably instruct a broker to deliver proceeds of a sale of all or a portion of the Shares for which the Option is being exercised to the Company in payment of the purchase price of such Shares;

(c) by delivery to the Company or its designated agent of unencumbered Shares having an aggregate Fair Market Value on the date of exercise equal to the exercise price of the Shares for which the Option is being exercised; or

(d) by a reduction in the number of Shares to be delivered to you upon exercise, such number of Shares to be withheld having an aggregate Fair Market Value on the date of exercise equal to the exercise price of the Shares for which the Option is being exercised.

However, if the Committee determines, in any given circumstance, that payment of the exercise price with Shares pursuant to subsection (c) above or by authorizing the Company to retain Shares pursuant to subsection (d) above is undesirable for any reason, you will not be permitted to pay any portion of the exercise price in that manner. Moreover, if the Committee determines that payment of the exercise price by one of the methods specified above is required or desirable for legal or administrative reasons, you will be required to pay the exercise price by such method.

8. **Withholding Taxes**. Provided you are a U.S. based director, you are responsible for paying any withholding taxes that may be due as a result of your exercise of this Option. The Company will not withhold any taxes on your behalf.

9. **Delivery of Shares**. As soon as practicable after the Company receives the notice of exercise and exercise price provided for above, and determines that all conditions to exercise and delivery of Shares and the compliance provisions of Section 17 of this Agreement, have been satisfied, it will arrange for the delivery of the Shares being purchased. Delivery of the Shares shall be effected by the electronic delivery of the Shares to a brokerage account designated by you and acceptable to the Company, or by another method provided by the Company. All Shares so issued will be fully paid and nonassessable.

10. **Transfer of Option**. During your lifetime, only you (or your guardian or legal representative in the event of legal incapacity) may exercise this Option except in the case of a transfer described below. You may not assign or transfer this Option other than (i) a transfer upon your death in accordance with your will, by the laws of descent and distribution or pursuant to a beneficiary designation submitted in accordance with Section 6(d) of the Plan, (ii) pursuant to a qualified domestic relations order, or (iii) by gift to any "family member" (as defined in General Instruction A.1(a)(5) to Form S-8 under the Securities Act of 1933). Following any such transfer, this Option shall continue to be subject to the same terms and conditions that were applicable to this Option immediately prior to its transfer and may be exercised by such permitted transferee as and to the extent that this Option has become exercisable and has not terminated in accordance with the provisions of the Plan and this Agreement.

11. **No Shareholder Rights Before Delivery of Shares**. Neither you nor any permitted transferee of this Option will have any of the rights of a shareholder of the Company with respect to any Shares subject to this Option until such Shares have been delivered to you or your permitted transferee pursuant to Section 9 of this Agreement. No adjustments shall be made for dividends or other rights if the applicable record date occurs before such delivery has been effected, except as otherwise described in the Plan.

12. **Discontinuance of Service**. This Agreement does not give you a right to continued Service with the Company or any Affiliate, and the Company or any such Affiliate may terminate your Service at any time and otherwise deal with you without regard to the effect it may have upon you under this Agreement.

13. **Governing Plan Document**. This Agreement and Option are subject to all the provisions of the Plan, and to all interpretations, rules and regulations which may, from time to time, be adopted and promulgated by the Committee pursuant to the Plan. If there is any conflict between the provisions of this Agreement and the Plan, the provisions of the Plan will govern.

14. **No Advice Regarding Grant.** The Company is not providing any tax, legal or financial advice, nor is the Company making any recommendations regarding your participation in the Plan, or your acquisition or sale of the underlying Shares. You understand and agree that you should consult with your own personal tax, legal and financial advisors regarding your participation in the Plan before taking any action related to the Plan.

15. **Choice of Law and Venue**. This Option and Agreement will be interpreted and construed in accordance with and governed by the laws of the State of Minnesota and you agree to the exclusive venue and jurisdiction of the State and Federal Courts located in Hennepin County, Minnesota and waive any objection based on lack of jurisdiction or inconvenient forum. Any action relating to or arising out of this Plan must be commenced within one year after the cause of action accrued.

16. **Binding Effect**. This Agreement will be binding in all respects on your heirs, representatives, successors and assigns, and on the successors and assigns of the Company.

17. **Compliance with Law.** Notwithstanding any other provision of the Plan or this Agreement, unless there is an exemption from any registration, qualification or other legal requirement applicable to the Shares, the Company shall not be required to deliver any Shares issuable upon exercise of the Option prior to the completion of any registration or qualification of the shares under any U.S. federal, state or foreign securities or exchange control law or under rulings or regulations of the U.S. Securities and Exchange Commission ("SEC") or of any other governmental regulatory body, or prior to obtaining any approval or other clearance from any local, state, federal or foreign governmental agency, which registration, qualification or approval the Company shall, in its absolute discretion, deem necessary or advisable. You understand that the Company is under no obligation to register or qualify the Shares with the SEC or any state or foreign securities commission or to seek approval or clearance from any governmental authority for the issuance or sale of the Shares. Further, you agree that the Company shall have unilateral authority to amend the Agreement without your consent to the extent necessary to comply with securities or other laws applicable to the issuance of the Shares.

18. **Insider Trading Policy**. You acknowledge that you are subject to the Company's insider trading policy as set forth in the "Statement of Company Policy as to Trades in the Company's Securities. By Company Personnel and Confidential Information" and that you are responsible for ensuring compliance with the restrictions and requirements therein.

19. **Imposition of Other Requirements**. The Company reserves the right to impose other requirements on your participation in the Plan, on the Option and on any Shares acquired under the Plan, to the extent the Company determines it is necessary or advisable for legal or administrative reasons, and to require you to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.

20. **Electronic Delivery and Participation**. The Company may, in its sole discretion, decide to deliver any documents related to current or future participation in the Plan by electronic means. You hereby consent to receive such documents by electronic delivery and agree to participate in the Plan through an on-line or electronic system established and maintained by the Company or a third party designated by the Company.

21. **Waiver**. You acknowledge that a waiver by the Company of breach of any provision of this Agreement shall not operate or be construed as a waiver of any other provision of this Agreement, or of any subsequent breach by you or any other Participant.

22. **Severability**. The provisions of this Agreement are severable and if any one or more provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.

By accepting this Option in the manner prescribed by the Company, you agree to all the terms and conditions described in this Agreement and in the Plan document.

Fair Isaac Corporation
2012 Long-Term Incentive Plan
Director Restricted Stock Unit Award Agreement

Terms and Conditions*

1. **Grant of Restricted Stock Units**. The Company hereby grants to you, subject to the terms and conditions in this Director Restricted Stock Unit Award Agreement (the "Agreement") and subject to the terms and conditions of the Plan, an Award of the number of Stock Units (the "Units") specified on the cover page of this Agreement. Each Unit represents the right to receive one Share and will be credited to an account in your name maintained by the Company or its agent. This account shall be unfunded and maintained for book-keeping purposes only, with the Units simply representing an unfunded and unsecured obligation of the Company.

2. **Restrictions on Units**. Neither this Award nor the Units subject to this Award may be assigned or transferred other than (i) a transfer upon your death in accordance with your will, by the applicable laws of descent and distribution or pursuant to a beneficiary designation submitted in accordance with Section 6(d) of the Plan (to the extent such designation is valid under applicable law), (ii) pursuant to a qualified domestic relations order, or (iii) by gift to any "family member" (as defined in General Instruction A.1(a)(5) to Form S-8 under the Securities Act of 1933). Following any such transfer, this Award and the Units subject to this Award shall continue to be subject to the same terms and conditions that were applicable to them immediately prior to the transfer. The Units and the right you or your permitted transferee has to receive Shares in settlement of the Units under this Agreement shall be subject to forfeiture as provided in Section 4 of this Agreement until satisfaction of the vesting conditions set forth in Section 3 of this Agreement.

3. **Vesting of Units**.

(a) Scheduled Vesting. If you remain a Service Provider continuously from the Grant Date specified on the cover page of this Agreement, then the Units will vest in the numbers and on the dates specified in the vesting schedule on the cover page of this Agreement.

(b) Accelerated Vesting. Vesting of the Units will be accelerated if your Service to the Company or any Affiliate terminates because of your death or Disability, as provided in Section 6(e)(2) of the Plan. Vesting will also be accelerated under the circumstances described in Section 13(d) of the Plan or upon a Change in Control and may be accelerated by action of the Committee in accordance with Section 3(b)(2) of the Plan.

4. **Service Requirement**. Except as otherwise provided in accordance with Section 3(b) of this Agreement, if you cease to be a Service Provider prior to the vesting date(s) specified on the cover page of this Agreement, you will forfeit all unvested Units.

5. **Settlement of Units**. After any Units vest pursuant to Section 3 of this Agreement, the Company shall, as soon as practicable (but in any event within the period specified in Treas.

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* To the extent any capitalized term used in this Agreement is not defined, it has the meaning assigned to it in the Plan as the Plan currently exists or as it is amended in the future.

Reg. § 1.409A-1(b)(4) to qualify for a short-term deferral exception to Section 409A of the Code), cause to be issued and delivered to you, or to your validly designated beneficiary or estate in the event of your death, one Share in payment and settlement of each vested Unit. Delivery of the Shares shall be effected by the electronic delivery of the Shares to a brokerage account designated by you and acceptable to the Company, or by another method provided by the Company, and shall be subject to compliance with all applicable legal requirements, including compliance with the requirements of applicable federal and state securities laws, and shall be in complete satisfaction and settlement of such vested Units.

6. **Withholding Taxes**. Provided you are a U.S. based director, you are responsible for paying any withholding taxes that may be due as a result of the issuance of Shares pursuant to the settlement of the Units. The Company will not withhold any taxes on your behalf.

7. **No Shareholder Rights Before Settlement**. The Units subject to this Award do not entitle you to any rights of a shareholder of the Company. You will not have any of the rights of a shareholder of the Company in connection with the grant of Units subject to this Award unless and until Shares are issued to you upon settlement of the Units as provided in Section 5 of this Agreement.

8. **Discontinuance of Service**. This Agreement does not give you a right to continued Service with the Company or any Affiliate, and the Company or any such Affiliate may terminate your Service at any time and otherwise deal with you without regard to the effect it may have upon you under this Agreement.

9. **Governing Plan Document**. This Agreement and the Award are subject to all the provisions of the Plan, and to all interpretations, rules and regulations which may, from time to time, be adopted and promulgated by the Committee pursuant to the Plan. If there is any conflict between the provisions of this Agreement and the Plan, the provisions of the Plan will govern.

10. **No Advice Regarding Grant.** The Company is not providing any tax, legal or financial advice, nor is the Company making any recommendations regarding your participation in the Plan, or your acquisition or sale of the underlying Shares. You understand and agree that you should consult with your own personal tax, legal and financial advisors regarding your participation in the Plan before taking any action related to the Plan.

11. **Choice of Law and Venue**. This Award and Agreement will be interpreted and construed in accordance with and governed by the laws of the State of Minnesota, and all Participants agree to the exclusive venue and jurisdiction of the State and Federal Courts located in Hennepin County, Minnesota and waive any objection based on lack of jurisdiction or inconvenient forum. Any action relating to or arising out of this Plan must be commenced within one year after the cause of action accrued.

12. **Binding Effect**. This Agreement will be binding in all respects on your heirs, representatives, successors and assigns, and on the successors and assigns of the Company.

13. **Compliance with Law**. Notwithstanding any other provision of the Plan or this Agreement, unless there is an exemption from any registration, qualification or other legal requirement applicable to the Shares, the Company shall not be required to deliver any Shares issuable upon settlement of the Units prior to the completion of any registration or qualification of the shares under U.S. federal, state or foreign securities or exchange control law or under rulings or regulations of the U.S. Securities and Exchange Commission (“SEC”) or of any other governmental regulatory body, or prior to obtaining any approval or other clearance from any local, state, federal or foreign governmental agency, which registration, qualification or approval the Company shall, in its absolute discretion, deem necessary or advisable. You understand that the Company is under no obligation to register or qualify the Shares with the SEC or any state or foreign securities commission or to seek approval or clearance from any governmental authority for the issuance or sale of the Shares. Further, you agree that the Company shall have unilateral authority to amend the Agreement without your consent to the extent necessary to comply with securities or other laws applicable to the issuance of the Shares.

14 **<u>Insider Trading Policy</u>**. You acknowledge that you are subject to the Company's insider trading policy as set forth in the "Statement of Company Policy as to Trades in the Company's Securities By Company Personnel and Confidential Information" and that you are responsible for ensuring compliance with the restrictions and requirements therein.

15. **<u>Imposition of Other Requirements</u>**. The Company reserves the right to impose other requirements on your participation in the Plan, on the Award and on any Shares acquired under the Plan, to the extent the Company determines it is necessary or advisable for legal or administrative reasons, and to require you to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.

16. **<u>Electronic Delivery and Participation</u>**. The Company may, in its sole discretion, decide to deliver any documents related to current or future participation in the Plan by electronic means. You hereby consent to receive such documents by electronic delivery and agree to participate in the Plan through an on-line or electronic system established and maintained by the Company or a third party designated by the Company.

17. **<u>Section 409A of the Code</u>**. The award of Units as provided in this Agreement and any issuance of Shares or payment pursuant to this Agreement are intended to be exempt from Section 409A of the Code under the short-term deferral exception specified in Treas. Reg. § 1.409A-l(b)(4).18. **Waiver**. You acknowledge that a waiver by the Company of breach of any provision of this Agreement shall not operate or be construed as a waiver of any other provision of this Agreement, or of any subsequent breach by you or any other Participant.

19 **<u>Severability</u>**. The provisions of this Agreement are severable and if any one or more provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.

By accepting this Award in the manner prescribed by the Company, you agree to all the terms and conditions described in this Agreement and in the Plan document.

Rev 2/15/2017

EXHIBIT 31.1

CERTIFICATIONS

I, William J. Lansing, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Fair Isaac Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 27, 2017

/s/ WILLIAM J. LANSING

William J. Lansing
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATIONS

I, Michael J. Pung, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Fair Isaac Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 27, 2017

/s/ MICHAEL J. PUNG

Michael J. Pung
Chief Financial Officer

EXHIBIT 32.1

**CERTIFICATION UNDER SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned certifies that this periodic report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this periodic report fairly presents, in all material respects, the financial condition and results of operations of Fair Isaac Corporation.

Date:	April 27, 2017	/s/ WILLIAM J. LANSING
		William J. Lansing
		Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION UNDER SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned certifies that this periodic report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this periodic report fairly presents, in all material respects, the financial condition and results of operations of Fair Isaac Corporation.

Date: April 27, 2017	/s/ MICHAEL J. PUNG
	Michael J. Pung
	Chief Financial Officer