SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden 05

| 1. Name and Addres Scadina Mark | ss of Reporting Person <u>K R</u> |)*) | 2. Issuer Name and Ticker or Trading Symbol <u>FAIR ISAAC CORP</u> [FICO] | (Check | ionship of Reporting Persor all applicable) Director Officer (give title | son(s) to Issuer 10% Owner Other (specify | |
|------------------------------------|--------------------------------------|----------|--|--------------------|---|---|--|
| L (Last) (First) (Middle) L | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/04/2016 | Х | below) EVP, Gen. Counsel | below) | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indivi Line) | dual or Joint/Group Filing (0 | Check Applicable | |
| SAN JOSE | CA | 95110 | | X | Form filed by One Reporti Form filed by More than C | ° I | |
| (City) | (State) | (Zip) | | | Person | 2.10 Hoperang | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. 8) 4. Securities A Disposed Of (E | | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|--------|--|--------|---------------|----------------------------------|---|---|---|
| | | | Code V | | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 02/04/2016 | | М | | 10,625 | A | \$20.31 | 78,411.227 | D | |
| Common Stock | 02/04/2016 | | S | | 10,625 | D | \$ 95.7298 ⁽¹⁾ | 67,786.227 | D | |
| Common Stock | 02/04/2016 | | S | | 4,000 | D | \$ 95.7544 ⁽²⁾ | 63,786.5372 ⁽³⁾ | D | |

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (8) | | | | 6. Date Exercis Expiration Dat (Month/Day/Ye | e | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|--|---|------------------------------|---|-----|--------|--|--------------------|---|--|---|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Non Qualified Stock Option (right to buy) | \$20.31 | 02/04/2016 | | М | | | 10,625 | 12/18/2010 ⁽⁴⁾ | 12/17/2016 | Common Stock | 10,625 | \$0 | 0 | D | |

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from \$95.7000 to \$95.9900. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

2. This transaction was executed in multiple trades at prices ranging from \$95.7000 to \$95.8700. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

3. Common stock holdings include ESPP reinvested dividends

4. This option vests in four equal annual installments commencing on this date.

Remarks:

/s/Nancy E. Fraser, Attorney-in-02/04/2016

fact

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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