SEC Form 4

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Add Pung Micha	1 0	Person*		er Name and Ticker RISAAC CO					(Check	ationship of Reportin < all applicable) Director Officer (give title	10% (Owner		
(Last) 181 METRO I	(First) DRIVE	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 12/08/2014						X Officer (give title Other (specify below) EVP & CFO				
(Street)			4. If A							. Individual or Joint/Group Filing (Check Applicable .ine)				
SAN JOSE	CA	95110							X	Form filed by One	e Reporting Pers	on		
(City)	(State)	(Zip)								Form filed by Moi Person	e than One Rep	orting		
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
Date		2. Transaction Date (Month/Day/Year)	Execution Date,		action (Instr.	5)			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)				

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

	(0.5., pare, care, care, options, options, constraint coordinate)														
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)		5. Number Derivative Securitie Acquired or Disposion of (D) (In 3, 4 and 5	re s I (A) sed str.	6. Date Exercia 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	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		Transaction(s) (Instr. 4)		
Non Qualified Stock Option (right to buy)	\$72.06	12/08/2014		A		31,984		12/08/2015 ⁽¹⁾	12/07/2021	Common Stock	31,984	\$0.00	31,984	D	
Market Share Units	(2)	12/08/2014		Α		2,675 ⁽³⁾		12/13/2014	(4)	Common Stock	2,675	\$0.00	2,675	D	

Explanation of Responses:

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

2. Each earned market share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.

3. On December 13, 2013, the reporting person was granted a target award of 8,723 market share units. The award is scheduled to vest in three equal annual installments from the grant date based on the Company's satisfaction of certain performance criteria for each of the performance periods ending November 30, 2014, 2015, and 2016. The performance criteria for 2014 were met, resulting in the award of 2,675 market share units which will vest on December 13, 2014.

4. No expiration date.

Remarks:

/s/Nancy E. Fraser, Attorney-infact 12/09/2014

** 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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