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
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| | | | 01.5 | ection 30(n) of the In | vesimer | IL CON | ipany Act of 1 | 940 | | | | | |
|--|------------------|---------------|--|--|---------|------------------|--|---------------|---|---|---|---|--|
| 1. Name and Address of Reporting Person [*] Wehmann James M | | | | uer Name and Ticke <u>R ISAAC CO</u> | | | , | | ationship of Reportin k all applicable) Director Officer (give title | g Person(s) to Issuer 10% Owner Other (specify | | | |
| (Last) 181 METRO I | (First) DRIVE | | 3. Date of Earliest Transaction (Month/Day/Year) 11/17/2015 | | | | | | below) below) Executive Vice President | | | | |
| (Street) | | 4. If A | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| SAN JOSE | CA | 95110 | | | | | | X | , , , | | | | |
| (City) | (State) | (Zip) | | | | | | | Form filed by Mo Person | re than One Rep | oorting | | |
| | | Table I - Nor | n-Derivative | Securities Acq | uired, | Dis | oosed of, c | or Bene | eficially | Owned | | | |
| Date | | | 2. Transaction Date (Month/Day/Year | Execution Date, | | action Instr. | 4. Securities / Disposed Of (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) | | (1150.4) | |

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

| (e.g., pars, variants, options, convertible securities) | | | | | | | | | | | | | | | |
|---|---|--|---|---|---|---|-----|--|--------------------|--|--|---|--|--|--|
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of 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 | | | | |
| Performance Share Units | (1) | 11/17/2015 ⁽²⁾ | | Α | | 7,997 | | 12/08/2015 ⁽³⁾ | (4) | Common Stock | 7,997 | \$0.00 | 7,997 | D | |

Explanation of Responses:

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

2. On November 17, 2015, the Leadership Development and Compensation Committee of the Board of Directors of Fair Isaac Corporation determined that the reporting person earned the number of performance share units reported on this Form 4 based on achievement of certain performance metrics.

3. The performance share units vest in three equal annual installments commencing on this date and one share will be delivered to the reporting person for each vested unit as soon as practicable thereafter.

4. No expiration date.

Remarks:

<u>/s/Nancy E. Fraser, Attorney-in-</u> <u>fact</u> <u>11/18/2015</u>

** Signature of Reporting Person Date

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

 \star 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.