

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

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

Date of Report (Date of earliest event reported) **March 4, 2020**

FAIR ISAAC CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-11689
(Commission
File Number)

94-1499887
(IRS Employer
Identification No.)

181 Metro Drive, Suite 700
San Jose, California
(Address of principal executive offices)

95110-1346
(Zip Code)

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

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

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

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

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (17 CFR 230.405) or Rule 12b-2 of the Exchange Act (17 CFR 240.12b-2).

Emerging growth company

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

Item 5.07. Submission of Matters to a Vote of Security Holders.

Fair Isaac Corporation (the “Company”) held its 2020 Annual Meeting of Stockholders (the “Annual Meeting”) on March 4, 2020. Of the 29,185,651 shares of common stock entitled to vote, 25,836,340 shares were present at the Annual Meeting in person or by proxy. The final results for each of the matters submitted to a vote of stockholders at the Annual Meeting are as follows:

Item No. 1: All of the board’s nominees for director were elected by the votes set forth in the table below:

| <u>Nominees</u> | <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|----------------------|------------|----------------|----------------|-------------------------|
| Braden R. Kelly | 23,375,440 | 28,412 | 15,565 | 2,416,923 |
| Fabiola R. Arredondo | 23,385,651 | 18,891 | 14,875 | 2,416,923 |
| A. George Battle | 22,928,790 | 473,778 | 16,849 | 2,416,923 |
| James D. Kirsner | 23,101,385 | 301,874 | 16,158 | 2,416,923 |
| William J. Lansing | 23,383,132 | 20,371 | 15,914 | 2,416,923 |
| Eva Manolis | 23,370,067 | 34,422 | 14,928 | 2,416,923 |
| Marc F. McMorris | 23,241,528 | 161,018 | 16,871 | 2,416,923 |
| Joanna Rees | 23,240,311 | 164,375 | 14,731 | 2,416,923 |
| David A. Rey | 23,217,460 | 185,754 | 16,203 | 2,416,923 |

Item No. 2: The stockholders approved the amendment to the Company’s 2012 Long-Term Incentive Plan by the votes set forth in the table below:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 21,221,835 | 2,163,096 | 34,486 | 2,416,923 |

Item No. 3: The stockholders approved, on an advisory (non-binding) basis, the resolution relating to the Company’s named executive officer compensation by the votes set forth in the table below:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 22,378,444 | 997,658 | 43,315 | 2,416,923 |

Item No. 4: The appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for fiscal 2020 was ratified by the stockholders, by the votes set forth in the table below:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|------------|----------------|----------------|
| 25,540,738 | 202,135 | 93,467 |

SIGNATURE

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

Date: March 5, 2020

FAIR ISAAC CORPORATION

By /s/ Mark R. Scadina

Mark R. Scadina

Executive Vice President, General Counsel, and Secretary