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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| 1. Name and Address of Reporting Person* DEAL RICHARD | | | 2. Issuer Name and Ticker or Trading Symbol <u>FAIR ISAAC CORP</u> [FICO] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|--|---------|----------------------------|--|------------------------|---|--|--|--|--|
| (Last) 181 METRO I | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/13/2015 | - x | Director Officer (give title below) Executive Vice | 10% Owner Other (specify below) President | | | |
| (Street) SAN JOSE | СА | 95110 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Filin Form filed by One Rep Form filed by More tha | porting Person | | | |
| (City) | (State) | (Zip) Table I - Non-Der | vative Securities Acquired, Disposed of, or Benef | icially (| Person Dwned | | | | |

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 Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 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) |
| Common Stock | 12/13/2015 | | М | | 2,083 | A | \$0.00 | 20,319 | D | |
| Common Stock | 12/13/2015 | | М | | 2,500 | A | \$0.00 | 22,819 | D | |
| Common Stock | 12/13/2015 | | М | | 2,500 | A | \$0.00 | 25,319 | D | |
| Common Stock | 12/13/2015 | | М | | 1,745 | A | \$0.00 | 27,064 | D | |
| Common Stock | 12/13/2015 | | М | | 6,667 | A | \$0.00 | 33,731 | D | |
| Common Stock | 12/13/2015 | | М | | 4,000 | A | \$0.00 | 37,731 | D | |
| Common Stock | 12/13/2015 | | М | | 4,653 | A | \$0.00 | 42,384 | D | |
| Common Stock | 12/13/2015 | | М | | 4,652 | A | \$0.00 | 47,036 | D | |
| Common Stock | 12/13/2015 | | F | | 13,880(1) | D | \$89.61 | 33,156 | 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 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 | | | | |
| Restricted Stock Units | (2) | 12/13/2015 | | М | | | 2,083 | 12/13/2012 ⁽³⁾ | (4) | Common Stock | 2,083 | \$0.00 | 0 | D | |
| Restricted Stock Units | (2) | 12/13/2015 | | м | | | 2,500 | 12/13/2012 ⁽³⁾ | (4) | Common Stock | 2,500 | \$0.00 | 0 | D | |
| Restricted Stock Units | (2) | 12/13/2015 | | м | | | 2,500 | 12/13/2013 ⁽³⁾ | (4) | Common Stock | 2,500 | \$0.00 | 2,500 | D | |
| Restricted Stock Units | (2) | 12/13/2015 | | м | | | 1,745 | 12/13/2014 ⁽³⁾ | (4) | Common Stock | 1,745 | \$0.00 | 3,489 | D | |
| Performance Share Units | (5) | 12/13/2015 | | м | | | 6,667 | 12/13/2012 ⁽⁶⁾ | (4) | Common Stock | 6,667 | \$0.00 | 0 | D | |
| Performance Share Units | (5) | 12/13/2015 | | М | | | 4,000 | 12/13/2013 ⁽⁶⁾ | (4) | Common Stock | 4,000 | \$0.00 | 4,000 | D | |
| Performance Share Units | (5) | 12/13/2015 | | м | | | 4,653 | 12/13/2014 ⁽⁷⁾ | (4) | Common Stock | 4,653 | \$0.00 | 4,652 | D | |
| Market Share Units | (8) | 12/13/2015 | | М | | | 4,652 | 12/13/2015 | (4) | Common Stock | 4,652 | \$0.00 | 0 | D | |

Explanation of Responses:

1. Shares withheld by Company for payment of taxes due at vesting from restricted stock units, earned performance share units and earned market share units.

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

3. The restricted stock units vest in four equal annual installments commencing on this date and vested shares will be delivered to the reporting person as soon as practicable thereafter.

4. No expiration date.

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

- 6. The performance share units vest in four 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.
- 7. 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.

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

Remarks:

/s/Nancy E. Fraser, Attorney-infact 12/14/2015

** 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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