

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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, 2026

FAIR ISAAC CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-11689
(Commission
File Number)

94-1499887
(IRS Employer
Identification No.)

5 West Mendenhall, Suite 105
Bozeman, Montana
(Address of principal executive offices)

59715
(Zip Code)

Registrant's telephone number, including area code 406-982-7276

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 per share	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 of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As reported below in Item 5.07, at the 2026 Annual Meeting of Stockholders (the “Annual Meeting”) of Fair Isaac Corporation (the “Company”) on March 4, 2026, the stockholders of the Company approved (i) an amendment to the Company’s Restated Certificate of Incorporation to allow for exculpation of officers as permitted by Delaware law, and (ii) an amendment to the Company’s Restated Certificate of Incorporation to eliminate the supermajority voting requirement that requires at least 66-2/3% of the voting power of the Company’s outstanding shares to amend or repeal Article 6 thereof (collectively, the “Charter Amendments”).

A description of the Charter Amendments was set forth in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on January 27, 2026. The Charter Amendments became effective upon the filing of a Certificate of Amendment (the “Certificate of Amendment”) to the Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on March 4, 2026. Subsequently, the Company filed a Restated Certificate of Incorporation, solely to reflect the Charter Amendments, with the Secretary of State of the State of Delaware on March 4, 2026.

The above description of the Charter Amendments is qualified in its entirety by reference to the full text of each of the Certificate of Amendment and the Restated Certificate of Incorporation as amended by the Charter Amendments, copies of which are filed as Exhibit 3.1 and Exhibit 3.2, respectively, to this Current Report on Form 8-K and incorporated by reference herein.

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

The Company held its Annual Meeting on March 4, 2026. Of the 23,765,456 shares of common stock entitled to vote, 21,251,277 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:

Nominees	For	Against	Abstain	Broker Non-Votes
Braden R. Kelly	17,016,244	2,585,771	8,095	1,641,167
Fabiola R. Arredondo	18,527,534	1,074,487	8,089	1,641,167
William J. Lansing	19,488,427	112,176	9,507	1,641,167
Eva Manolis	18,514,186	1,087,949	7,975	1,641,167
Marc F. McMorris	19,311,240	290,766	8,104	1,641,167
Joanna Rees	17,772,913	1,817,918	19,279	1,641,167
David A. Rey	18,857,328	745,344	7,438	1,641,167
H. Tayloe Stansbury	19,399,025	203,023	8,062	1,641,167

Item No. 2: 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:

For	Against	Abstain	Broker Non-Votes
16,637,219	2,952,607	20,284	1,641,167

Item No. 3: The appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for fiscal 2026 was ratified by the stockholders, by the votes set forth in the table below:

For	Against	Abstain
20,391,307	854,214	5,756

Item No. 4: The stockholders approved an amendment to the Corporation’s Restated Certificate of Incorporation to allow for exculpation of officers as permitted by Delaware law, by the votes set forth in the table below:

For	Against	Abstain	Broker Non-Votes
18,448,374	1,146,104	15,632	1,641,167

Item No. 5: The stockholders approved an amendment to the Corporation's Restated Certificate of Incorporation to eliminate the supermajority voting requirement that requires at least 66-2/3% of the voting power of the Company's outstanding shares to amend or repeal Article 6 thereof, by the votes set forth in the table below:

For	Against	Abstain	Broker Non-Votes
19,504,439	98,031	7,640	1,641,167

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
3.1	Certificate of Amendment of Restated Certificate of Incorporation of Fair Isaac Corporation, dated March 4, 2026
3.2	Restated Certificate of Incorporation of Fair Isaac Corporation, dated March 4, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

FAIR ISAAC CORPORATION

By /s/ Mark R. Scadina

Mark R. Scadina

Executive Vice President, General Counsel and
Corporate Secretary

Date: March 5, 2026

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
FAIR ISAAC CORPORATION

FAIR ISAAC CORPORATION, a Delaware corporation (the “Corporation”), does hereby certify:

FIRST: That at a meeting of the Board of Directors of the Corporation (the “Board”), resolutions were duly adopted setting forth proposed amendments of the Restated Certificate of Incorporation of the Corporation (the “Certificate”), declaring said amendments to be desirable and in the best interests of the Corporation and directing that the amendments be submitted to the Corporation’s stockholders for their consideration and approval at the 2026 Annual Meeting of Stockholders of the Corporation, with a recommendation from the Board that the stockholders vote for the approval of each of the amendments to the Certificate. The resolution setting forth the proposed amendments is as follows:

RESOLVED, that the Board deems it desirable and in the best interests of the Corporation to approve, and hereby approves, subject to stockholder approval, the following amendments to the Certificate:

- (i) the removal in its entirety of Section 6(d) of the Certificate, which reads:

“(d) In addition to any vote of the holders of any class or series of the stock of this corporation required by law or by this Certificate of Incorporation, the affirmative vote of the holders of at least 66-2/3% of the voting power of all of the then-outstanding shares of the stock of the corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend or repeal this Article.”

(the “Supermajority Amendment”); and

- (ii) the addition of a new Article 8 to the Certificate, to read in its entirety as follows:

“8. An officer of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as an officer, except for liability (i) for any breach of the officer’s duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the officer derived an improper personal benefit, or (iv) in any action by or in the right of the corporation.”

(the “Officer Exculpation Amendment”).

SECOND: That thereafter, pursuant to the resolutions of its Board, the 2026 Annual Meeting of Stockholders of the Corporation was duly called and held upon notice in accordance with Section 222 of the Delaware General Corporation Law (the “DGCL”), at which meeting the number of shares required by statute for adoption of the amendments were voted in favor of the amendments.

THIRD: That the foregoing amendments were duly adopted in accordance with Section 242 of the DGCL.

[Remainder of page left intentionally blank.]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by its duly authorized officer on this 4th day of March, 2026.

FAIR ISAAC CORPORATION

By /s/ Carrie H. Darling

Name: Carrie H. Darling

Title: Vice President, Deputy General Counsel and
Assistant Secretary

RESTATED CERTIFICATE OF INCORPORATION
OF
FAIR ISAAC CORPORATION

Fair Isaac Corporation (the "Corporation"), originally incorporated as Fair, Isaac and Company, Incorporated, was incorporated through an original Certificate of Incorporation filed with the Secretary of State of the State of Delaware on May 15, 1987.

This Restated Certificate of Incorporation only restates and integrates and does not further amend the provisions of the Corporation's Restated Certificate of Incorporation, as heretofore amended or supplemented, and there is no discrepancy between those provisions and the provisions of this Restated Certificate of Incorporation. This Restated Certificate of Incorporation was duly adopted by the Corporation's Board of Directors in accordance with Section 245 of the Delaware General Corporation Law. The text of the Restated Certificate of Incorporation of the Corporation is hereby restated in its entirety to read as follows:

1. The name of the corporation is Fair Isaac Corporation.
2. The address of its registered office in the State of Delaware is 251 Little Falls Drive, Wilmington, Delaware 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.
4. (a) The total number of shares of all classes of stock which the corporation shall have authority to issue is two hundred one million (201,000,000), of which one million (1,000,000) shares shall be Preferred Stock of the par value of \$.01 per share, and two hundred million (200,000,000) shares shall be Common Stock of the par value of \$.01 per share. The number of authorized shares of Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) if the increase or decrease is approved by the holders of a majority of the shares of Common Stock, without the vote of the holders of the shares of Preferred Stock or any series thereof, unless any such Preferred holders are entitled to vote thereon pursuant to the provisions established by the Board of Directors in the resolution or resolutions providing for the issue of such Preferred Stock, and if such holders of such Preferred Stock are so entitled to vote thereon, then, except as may otherwise be set forth in this Certificate of Incorporation, the only stockholder approval required shall be that of a majority of the combined voting power of the Common and Preferred Stock so entitled to vote.

(b) The Board of Directors is expressly authorized to provide for the issue, in one or more series, of all or any shares of the Preferred Stock and, in the resolution or resolutions providing for such issue, to establish for each such series the number of its shares, which may thereafter (unless forbidden in the resolution or resolutions providing for such issue) be increased or decreased (but not below the number of shares of the series then outstanding) pursuant to a subsequent resolution of the Board of Directors, the voting powers, full or limited, of the shares of such series, or that such shares shall have no voting powers, and the designations, preferences and relative, participating, optional or other special rights of the shares of such series, and the qualifications, limitations or restrictions thereof. In furtherance of the foregoing authority and not in limitation of it, the Board of Directors is expressly authorized, in the resolution or resolutions providing for the issue of a series of Preferred Stock, to make the shares of such series, without the consent of the holders of such shares, convertible into or exchangeable for shares of another class or classes of stock of the corporation or any series thereof, or redeemable for cash, property or rights, including securities, all on such conditions and on such terms as may be stated in such resolution or resolutions, and to make any of the voting powers, designations, preferences, rights and qualifications, limitations or restrictions of the shares of the series dependent upon facts ascertainable outside this Certificate of Incorporation.

(c) Holders of shares of Common Stock shall be entitled to receive such dividends or distributions as are lawfully declared on the Common Stock; to have notice of any authorized meeting of stockholders; to one vote for each share of Common Stock on all matters that are properly submitted to a vote of such stockholders; and, upon dissolution of the corporation, to share ratably in the assets thereof that may be available for distribution after satisfaction of creditors and of the preferences, if any, of any shares of Preferred Stock.

5. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

6. (a) A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

(b) Each director or officer of the corporation who was or is made a party or is threatened to be made a party to or is in any way involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including without limitation any action, suit or proceeding brought by or in the right of the corporation to procure a judgment in its favor) (hereinafter a "proceeding"), including any appeal therefrom, by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the corporation or of a subsidiary of the corporation, or is or was serving at the request of the corporation as a director or officer of another entity or enterprise, or was a director or officer of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another entity or enterprise at the request of such predecessor corporation, or by reason of anything done or not done in such capacity, shall be indemnified and held harmless by the corporation, and the corporation shall advance all expenses incurred by any such person in connection with any such proceeding prior to its final determination, to the fullest extent authorized by the Delaware General Corporation Law. In any proceeding against the corporation to enforce these rights, such person shall be presumed to be entitled to indemnification and the corporation shall have the burden of proof to overcome that presumption. The rights to indemnification and advancement of expenses conferred by this Article shall be presumed to have been relied upon by directors and officers of the corporation in serving or continuing to serve the corporation and shall be enforceable as contract rights. Said rights shall not be exclusive of any other rights to which those seeking indemnification may otherwise be entitled. The corporation may, upon written demand presented by a director or officer of the corporation or of a subsidiary of the corporation, or by a person serving at the request of the corporation as a director or officer of another entity or enterprise, enter into contracts to provide such persons with specific rights to indemnification, which contracts may confer rights and protections to the maximum extent permitted by the Delaware General Corporation Law. The corporation may create trust funds, grant security interests, obtain letters of credit, or use other means to ensure payment of such amounts as may be necessary to perform the obligations provided for in this Article 6 or in any such contract.

(c) Any repeal or modification of the foregoing provisions of this Article 6, including without limitation any contractual rights arising under or authorized by it, by the stockholders of the corporation shall not adversely affect any right or protection of a director or officer of the corporation existing at the time of such repeal or modification.

7. No holder of stock of the corporation, or of any class or classes or of a series or series thereof, shall be entitled to cumulate votes for the election of directors of the corporation.

8. An officer of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as an officer, except for liability (i) for any breach of the officer's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the officer derived an improper personal benefit, or (iv) in any action by or in the right of the corporation.

IN WITNESS WHEREOF, the corporation has caused this Restated Certificate of Incorporation to be executed by its duly authorized officer on this 4th day of March, 2026.

FAIR ISAAC CORPORATION

By /s/ Carrie H. Darling

Name: Carrie H. Darling

Title: Vice President, Deputy General Counsel and
Assistant Secretary