

FAIR ISAAC CORP

Form 4

December 09, 2016

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wells Stuart

(Last) (First) (Middle)

181 METRO DRIVE

(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FAIR ISAAC CORP [FICO]

3. Date of Earliest Transaction
(Month/Day/Year)

12/08/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Transaction(s) (Instr. 3 and 4)	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		
Common Stock	12/08/2016		M		5,970	A	\$ 0	22,965	D
Common Stock	12/08/2016		M		4,130	A	\$ 0	27,095	D
Common Stock	12/08/2016		M		2,751	A	\$ 0	29,846	D
Common Stock	12/08/2016		M		3,806	A	\$ 0	33,652	D
Common Stock	12/08/2016		M		1,119	A	\$ 0	34,771	D

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Common Stock	12/08/2016	M	1,648	A	\$ 0	36,419	D
Common Stock	12/08/2016	M	1,712	A	\$ 0	38,131	D
Common Stock	12/08/2016	F	<u>10,278</u> (1)	D	\$ 121.48	27,853	D

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

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SEC 1474
(9-02)

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. 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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Market Share Units	(2)	12/08/2016		A	10,007 (3)	12/13/2016 (4)	Common Stock
Market Share Units	(2)	12/08/2016		A	5,970 (5)	12/08/2016 (4)	Common Stock
Market Share Units	(2)	12/08/2016		M	5,970	12/08/2016 (4)	Common Stock
Market Share Units	(2)	12/08/2016		A	4,130 (6)	12/08/2016 (4)	Common Stock
Market Share Units	(2)	12/08/2016		M	4,130	12/08/2016 (4)	Common Stock
Performance Share Units	(7)	12/08/2016		M	2,751	12/08/2015(8) (4)	Common Stock
Performance Share Units	(7)	12/08/2016		M	3,806	12/08/2016(8) (4)	Common Stock
Restricted Stock Units	(9)	12/08/2016		M	1,119	12/08/2015(10) (4)	Common Stock
Restricted Stock Units	(9)	12/08/2016		M	1,648	12/08/2015(10) (4)	Common Stock
Restricted Stock Units	(9)	12/08/2016		M	1,712	12/08/2016(10) (4)	Common Stock

Restricted Stock Units	(9)	12/08/2016	A	7,268	12/08/2017 ⁽¹⁰⁾	(4)	Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wells Stuart 181 METRO DRIVE SAN JOSE, CA 95110	Executive Vice President

Signatures

/s/Nancy E. Fraser,
Attorney-in-fact

12/09/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Shares withheld by Company for payment of taxes due at vesting from earned performance share units, earned market share units and restricted stock units.
- (2) Each earned market share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.

As previously reported in a prior Form 4 footnote, on December 13, 2013, the reporting person was granted a target award of 9,747 market share units. The award vests 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 and reported, resulting in an award of 2,989 market share units which vested on December 13, 2014. The performance criteria for 2015 were met, resulting in the award of 6,498 market share units which vested on December 13, 2015. The performance criteria for 2016 were met, resulting in the award of 10,007 market share units which will vest on December 13, 2016.
- (4) No expiration date.

As previously reported in a prior Form 4 footnote, on December 8, 2014, the reporting person was granted a target award of 8,954 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, 2015, 2016 and 2017. The performance criteria for 2015 were met, resulting in the award of 5,970 market share units which vested December 8, 2015. The performance criteria for 2016 were met, resulting in the award of 5,970 market share units, which vest immediately on December 8, 2016.
- (5) On December 8, 2015, the reporting person was granted a target award of 6,846 market share units. The award vests 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, 2016, 2017 and 2018. The performance criteria for 2016 were met and reported, resulting in an award of 4,130 market share units which vest immediately on December 8, 2016.
- (6) Each earned performance share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment
- (8) 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.
- (9) Each restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- (10) 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.

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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