

FAIR ISAAC CORP  
Form 4  
December 09, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Huyard Wayne Elliot

(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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/08/2016		M		6,666	A	\$ 0	19,891	D
Common Stock	12/08/2016		M		5,068	A	\$ 0	24,959	D
Common Stock	12/08/2016		M		3,072	A	\$ 0	28,031	D
Common Stock	12/08/2016		M		4,670	A	\$ 0	32,701	D
Common Stock	12/08/2016		M		2,100	A	\$ 0	34,801	D

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Common Stock 12/08/2016 F 10,344<sup>(1)</sup> D \$ 121.48 24,457 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)	Am or Num of Sha
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Market Share Units	<u>(2)</u>	12/08/2016		A	6,666 <sup>(3)</sup>	12/08/2016 <u>(4)</u>	Common Stock	6,
Market Share Units	<u>(2)</u>	12/08/2016		M	6,666	12/08/2016 <u>(4)</u>	Common Stock	6,
Market Share Units	<u>(2)</u>	12/08/2016		A	5,068 <sup>(5)</sup>	12/08/2016 <u>(4)</u>	Common Stock	5,
Market Share Units	<u>(2)</u>	12/08/2016		M	5,068	12/08/2016 <u>(4)</u>	Common Stock	5,
Performance Share Units	<u>(6)</u>	12/08/2016		M	3,072	12/08/2015 <sup>(7)</sup> <u>(4)</u>	Common Stock	3,
Performance Share Units	<u>(6)</u>	12/08/2016		M	4,670	12/08/2016 <sup>(7)</sup> <u>(4)</u>	Common Stock	4,
Restricted Stock Units	<u>(8)</u>	12/08/2016		M	2,100	12/08/2016 <sup>(9)</sup> <u>(4)</u>	Common Stock	2,
Restricted Stock Units	<u>(8)</u>	12/08/2016		A	7,268	12/08/2017 <sup>(9)</sup> <u>(4)</u>	Common Stock	7,

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Executive Vice President

Huyard Wayne Elliot  
181 METRO DRIVE  
SAN JOSE, CA 95110

## 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.  
On December 8, 2014, the reporting person was granted a target award of 10,000 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
- (3) performance periods ending November 30, 2015, 2016 and 2017. The performance criteria for 2015 were met, resulting in the award of 6,668 market share units which vested at that time. The performance criteria for 2016 were met, resulting in the award of 6,666 market shares units which vest immediately.
- (4) No expiration date.  
On December 8, 2015, the reporting person was granted a target award of 8,400 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
- (5) performance periods ending November 30, 2016, 2017 and 2018. The performance criteria for 2016 were met, resulting in the award of 5,608 market share units which vest immediately.
- (6) Each earned performance share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- (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 restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- (9) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.