

FAIR ISAAC CORP  
Form 4  
December 14, 2016

**FORM 4**

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

OMB APPROVAL

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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 \*  
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)  
12/13/2016

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                    | 12/13/2016                           |  | M                              |   | 2,500   | A  | \$ 0                              |
| Common Stock                    | 12/13/2016                           |  | M                              |   | 2,437   | A  | \$ 0                              |
| Common Stock                    | 12/13/2016                           |  | M                              |   | 4,000   | A  | \$ 0                              |
| Common Stock                    | 12/13/2016                           |  | M                              |   | 6,498   | A  | \$ 0                              |
| Common Stock                    | 12/13/2016                           |  | M                              |   | 10,007  | A  | \$ 0                              |

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Common Stock 12/13/2016 F 13,273<sup>(1)</sup> D \$ 121.67 40,022 D

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

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(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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units                     | <u>(2)</u>   | 12/13/2016                           |  | M                              | 2,500   | 12/13/2013 <sup>(3)</sup> <u>(4)</u>                     | Common Stock  | 2,500                      |
| Restricted Stock Units                     | <u>(2)</u>   | 12/13/2016                           |  | M                              | 2,437   | 12/13/2014 <sup>(3)</sup> <u>(4)</u>                     | Common Stock  | 2,437                      |
| Performance Share Units                    | <u>(5)</u>   | 12/13/2016                           |  | M                              | 4,000   | 12/13/2013 <sup>(6)</sup> <u>(4)</u>                     | Common Stock  | 4,000                      |
| Performance Share Units                    | <u>(5)</u>   | 12/13/2016                           |  | M                              | 6,498   | 12/13/2014 <sup>(7)</sup> <u>(4)</u>                     | Common Stock  | 6,498                      |
| Market Share Units                         | <u>(8)</u>   | 12/13/2016                           |  | M                              | 10,007  | 12/13/2016 <u>(4)</u>                                    | Common Stock  | 10,007                     |

## Reporting Owners

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

## Signatures

/s/Nancy E. Fraser,  
Attorney-in-fact 12/14/2016

\*\*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 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.

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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