

FAIR ISAAC CORP  
Form 4  
December 09, 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 \*  
Scadina Mark R

2. Issuer Name and Ticker or Trading Symbol  
FAIR ISAAC CORP [FICO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
181 METRO DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/08/2016

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
EVP, Gen. Counsel & Sec.

SAN JOSE, CA 95110

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

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

(City) (State) (Zip)

**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                              |   | 5,784   | A  | \$ 0                              |
|                                 |                                      |  |                                |   | 59,571.0643   | D  |                                   |
| Common Stock                    | 12/08/2016                           |  | M                              |   | 3,967   | A  | \$ 0                              |
|                                 |                                      |  |                                |   | 63,538.0643   | D  |                                   |
| Common Stock                    | 12/08/2016                           |  | M                              |   | 2,666   | A  | \$ 0                              |
|                                 |                                      |  |                                |   | 66,204.0643   | D  |                                   |
| Common Stock                    | 12/08/2016                           |  | M                              |   | 3,656   | A  | \$ 0                              |
|                                 |                                      |  |                                |   | 69,860.0643   | D  |                                   |
| Common Stock                    | 12/08/2016                           |  | M                              |   | 1,644   | A  | \$ 0                              |
|                                 |                                      |  |                                |   | 71,504.0643   | D  |                                   |

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Common Stock      12/08/2016      F      9,242  
(1)      D      \$ 121.48      62,262.2906      D  
(2)

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

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**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 Underlying Security (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                                   | Title        |
| Market Share Units                         | (3)  | 12/08/2016                           |  | A                              | 10,007<br>(4)   | 12/13/2016   | (5)   | Common Stock |
| Market Share Units                         | (3)  | 12/08/2016                           |  | A                              | 5,784<br>(6)  | 12/08/2016   | (5)   | Common Stock |
| Market Share Units                         | (3)  | 12/08/2016                           |  | M                              | 5,784   | 12/08/2016   | (5)   | Common Stock |
| Market Share Units                         | (3)  | 12/08/2016                           |  | A                              | 3,967<br>(7)  | 12/08/2016   | (5)   | Common Stock |
| Market Share Units                         | (3)  | 12/08/2016                           |  | M                              | 3,967   | 12/08/2016   | (5)   | Common Stock |
| Performance Share Units                    | (8)  | 12/08/2016                           |  | M                              | 2,666   | 12/08/2015(9)  | (5)   | Common Stock |
| Performance Share Units                    | (8)  | 12/08/2016                           |  | M                              | 3,656   | 12/08/2016(9)  | (5)   | Common Stock |
| Restricted Stock Units                     | (10)   | 12/08/2016                           |  | M                              | 1,644   | 12/08/2016(11)   | (5)   | Common Stock |
| Restricted Stock Units                     | (10)   | 12/08/2016                           |  | A                              | 6,250   | 12/08/2017(11)   | (5)   | Common Stock |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

Scadina Mark R  
181 METRO DRIVE  
SAN JOSE, CA 95110

EVP, Gen. Counsel & Sec.

## 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) Common stock holdings include ESPP reinvested dividends.
- (3) 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.

- (5) 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 8,676 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 5,784 market share units which vested on December 8, 2015. The performance criteria for 2016 were met, resulting in the award of 5,784 market share units which will vest immediately on December 8, 2016.

On December 8, 2015, the reporting person was granted a target award of 6,576 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, 2016, 2017 and 2018. The performance criteria for 2016 were met, resulting in the award of 3,967 market share units that will vest immediately on December 8, 2016.

- (8) Each earned performance share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- (9) 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.
- (10) Each restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- (11) 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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