

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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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 *
Leonard Michael S

(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
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
CAO and Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | | 413 | A | \$ 0 | 5,462 | D |
| Common Stock | 12/08/2016 | | M | | 750 | A | \$ 0 | 6,212 | D |
| Common Stock | 12/08/2016 | | F | | 436 ⁽¹⁾ | D | \$ 121.48 | 5,776 | D |

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

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number.

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 | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | | |
| Restricted Stock Units | (2) | 12/08/2016 | | M | | 413 | 12/08/2015 ⁽³⁾ | ⁽⁴⁾ | Common Stock | 413 |
| Restricted Stock Units | (2) | 12/08/2016 | | M | | 750 | 12/08/2016 ⁽³⁾ | ⁽⁴⁾ | Common Stock | 750 |
| Restricted Stock Units | (2) | 12/08/2016 | | A | | 2,355 | 12/08/2017 ⁽³⁾ | ⁽⁴⁾ | Common Stock | 2,355 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Leonard Michael S 181 METRO DRIVE SAN JOSE, CA 95110 | | | CAO and 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 restricted stock 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.

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(4) No expiration date.

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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