

Scadina Mark R
Form 4
December 11, 2017

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)
12/08/2017

____ Director _____ 10% Owner
____ Officer (give title below) _____ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 12/08/2017 | | M | 25,814 A | \$ 0 98,804 | I | Scadina Revocable Trust |
| Common Stock | 12/08/2017 | | F | 12,824 (1) D | \$ 157.31 85,980 | I | Scadina Revocable Trust |
| Common Stock | | | | | 1,441.7479 (2) | 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)

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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 Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Market Share Units | (3) | 12/08/2017 | | A | 5,784 (4) | 12/08/2017 | (5) | Common Stock | 5 |
| Market Share Units | (3) | 12/08/2017 | | M | 5,784 | 12/08/2017 | (5) | Common Stock | 5 |
| Market Share Units | (3) | 12/08/2017 | | A | 4,384 (6) | 12/08/2017 | (5) | Common Stock | 4 |
| Market Share Units | (3) | 12/08/2017 | | M | 4,384 | 12/08/2017 | (5) | Common Stock | 4 |
| Market Share Units | (3) | 12/08/2017 | | A | 2,459 (7) | 12/08/2017 | (5) | Common Stock | 2 |
| Market Share Units | (3) | 12/08/2017 | | M | 2,459 | 12/08/2017 | (5) | Common Stock | 2 |
| Performance Share Units | (8) | 12/08/2017 | | M | 2,665 | 12/08/2015 ⁽⁹⁾ | (5) | Common Stock | 2 |
| Performance Share Units | (8) | 12/08/2017 | | M | 3,656 | 12/08/2016 ⁽⁹⁾ | (5) | Common Stock | 3 |
| Performance Share Units | (8) | 12/08/2017 | | M | 3,659 | 12/08/2017 ⁽⁹⁾ | (5) | Common Stock | 3 |
| Restricted Stock Units | (10) | 12/08/2017 | | M | 1,644 | 12/08/2016 ⁽¹¹⁾ | (5) | Common Stock | 1 |
| Restricted Stock Units | (10) | 12/08/2017 | | M | 1,563 | 12/08/2017 ⁽¹¹⁾ | (5) | Common Stock | 1 |
| Restricted Stock Units | (10) | 12/08/2017 | | A | 4,720 | 12/08/2018 ⁽¹¹⁾ | (5) | Common Stock | 4 |

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

12/11/2017

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.
- (4) On December 8, 2014, the reporting person was granted a target award of 8,676 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, 2015, 2016, 2017. The performance criteria for 2017 were met, resulting in the award of market share units being reported herein.
- (5) No expiration date.
- (6) On December 8, 2015, the reporting person was granted a target award of 6,576 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, 2018. The performance criteria for 2017 were met, resulting in the award of market share units being reported herein.
- (7) On December 8, 2016, the reporting person was granted a target award of 6,250 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, 2017, 2018, 2019. The performance criteria for 2017 were met, resulting in the award of market share units being reported herein.
- (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. 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.