

FAIR ISAAC CORP
Form 4
December 17, 2013

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 *
Jennings Andrew

(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)
12/13/2013

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)
Sr. 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 12/13/2013 | | M | 3,334 A <u>(1)</u> | 14,357.9965 | I | The 2010 Jennings Family Revocable Trust |
| Common Stock | 12/13/2013 | | M | 1,334 A <u>(1)</u> | 15,691.9965 | I | The 2010 Jennings Family Revocable Trust |
| Common Stock | 12/13/2013 | | M | 1,042 A <u>(2)</u> | 16,733.9965 | I | The 2010 Jennings |

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| | | | | | | | | |
|--------------|------------|---|---------------------|---|-------|---------------------------|---|--|
| Common Stock | 12/13/2013 | M | 2,500 | A | (2) | 19,233.9965 | I | Family Revocable Trust |
| Common Stock | 12/13/2013 | M | 834 | A | (2) | 20,067.9965 | I | The 2010 Jennings Family Revocable Trust |
| Common Stock | 12/13/2013 | F | <u>2,435</u> (3) | D | \$ 57 | 17,632.9965 | I | The 2010 Jennings Family Revocable Trust |
| Common Stock | 12/13/2013 | F | <u>2,282</u> (4) | D | \$ 57 | <u>15,350.9969</u> (5) | I | The 2010 Jennings Family Revocable Trust |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| Performance Share Units | (1) | 12/13/2013 | | M | 3,334 | 12/13/2012(6) (7) | Common Stock 3,334 |
| Performance Share Units | (1) | 12/13/2013 | | M | 1,334 | 12/13/2013(6) (7) | Common Stock 1,334 |

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| | | | | | | | | |
|------------------------|-----|------------|---|-------|---------------------------|-----|--------------|----|
| Restricted Stock Units | (2) | 12/13/2013 | M | 1,042 | 12/13/2012 ⁽⁸⁾ | (7) | Common Stock | 1, |
| Restricted Stock Units | (2) | 12/13/2013 | M | 2,500 | 12/13/2012 ⁽⁸⁾ | (7) | Common Stock | 2, |
| Restricted Stock Units | (2) | 12/13/2013 | M | 834 | 12/13/2013 ⁽⁸⁾ | (7) | Common Stock | 8 |
| Restricted Stock Units | (2) | 12/13/2013 | A | 2,908 | 12/13/2014 ⁽⁸⁾ | (7) | Common Stock | 2, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jennings Andrew 181 METRO DRIVE SAN JOSE, CA 95110 | | | Sr. Vice President | |

Signatures

/s/Nancy E. Fraser,
Attorney-in-fact

12/16/2013

__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) Each earned performance share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- (2) Each restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- (3) Shares withheld by Company for payment of taxes due at vesting from earned performance share units.
- (4) Shares withheld by Company for payment of taxes due at vesting from restricted stock units.
- (5) Includes reinvested dividends from ESPP plan.
- (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) No expiration date.
- (8) 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.