

FAIR ISAAC CORP

Form 4

December 17, 2013

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Pung Michael J

(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  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

EVP &amp; CFO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price      |                                                                                               |                                                          |                                                       |
| Common Stock                    | 12/13/2013                           |                                                    | M                              |                                                                   | 6,667  | A          | <u>(1)</u> | 45,194.684                                                                                    | D                                                        |                                                       |
| Common Stock                    | 12/13/2013                           |                                                    | M                              |                                                                   | 4,000  | A          | <u>(1)</u> | 49,194.684                                                                                    | D                                                        |                                                       |
| Common Stock                    | 12/13/2013                           |                                                    | M                              |                                                                   | 2,083  | A          | <u>(2)</u> | 51,277.684                                                                                    | D                                                        |                                                       |
| Common Stock                    | 12/13/2013                           |                                                    | M                              |                                                                   | 2,500  | A          | <u>(2)</u> | 53,777.684                                                                                    | D                                                        |                                                       |
| Common Stock                    | 12/13/2013                           |                                                    | M                              |                                                                   | 2,500  | A          | <u>(2)</u> | 56,277.684                                                                                    | D                                                        |                                                       |

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|                 |            |   |              |   |       |                    |   |
|-----------------|------------|---|--------------|---|-------|--------------------|---|
| Common<br>Stock | 12/13/2013 | F | 5,565<br>(3) | D | \$ 57 | 50,712.684         | D |
| Common<br>Stock | 12/13/2013 | F | 3,694<br>(4) | D | \$ 57 | 47,018.6853<br>(5) | 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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | Am<br>or<br>Num<br>of<br>Sha |                    |                 |    |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|------------------------------|--------------------|-----------------|----|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D)                                                            | Date Exercisable             | Expiration<br>Date | Title           |    |
| Performance<br>Share Units                          | (1)                                                                   | 12/13/2013                              |                                                             | M                                       |                                                                                                           | 6,667                                                          |                                                                | 12/13/2012(6)                | (7)                | Common<br>Stock | 6, |
| Performance<br>Share Units                          | (1)                                                                   | 12/13/2013                              |                                                             | M                                       |                                                                                                           | 4,000                                                          |                                                                | 12/13/2013(6)                | (7)                | Common<br>Stock | 4, |
| Restricted<br>Stock Units                           | (2)                                                                   | 12/13/2013                              |                                                             | M                                       |                                                                                                           | 2,083                                                          |                                                                | 12/13/2012(8)                | (7)                | Common<br>Stock | 2, |
| Restricted<br>Stock Units                           | (2)                                                                   | 12/13/2013                              |                                                             | M                                       |                                                                                                           | 2,500                                                          |                                                                | 12/13/2012(8)                | (7)                | Common<br>Stock | 2, |
| Restricted<br>Stock Units                           | (2)                                                                   | 12/13/2013                              |                                                             | M                                       |                                                                                                           | 2,500                                                          |                                                                | 12/13/2013(8)                | (7)                | Common<br>Stock | 2, |
| Restricted<br>Stock Units                           | (2)                                                                   | 12/13/2013                              |                                                             | A                                       |                                                                                                           | 8,723                                                          |                                                                | 12/13/2014(8)                | (7)                | Common<br>Stock | 8, |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships                    |
|---------------------------------------------------------|----------------------------------|
|                                                         | Director 10% Owner Officer Other |
| Pung Michael J<br>181 METRO DRIVE<br>SAN JOSE, CA 95110 | EVP & CFO                        |

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

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