

FAIR ISAAC CORP
Form 8-K
March 01, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) February 28, 2019

FAIR ISAAC CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-11689
(Commission

File Number)

94-1499887
(IRS Employer

Identification No.)

181 Metro Drive, Suite 700

San Jose, California
(Address of principal executive offices)

95110-1346
(Zip Code)

Registrant's telephone number, including area code 408-535-1500

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (17 CFR 230.405) or Rule 12b-2 of the Exchange Act (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

Fair Isaac Corporation (the Company) held its 2019 Annual Meeting of Stockholders (the Annual Meeting) on February 28, 2019. Of the 29,056,246 shares of common stock entitled to vote, 27,085,503 shares were present at the Annual Meeting in person or by proxy. The final results for each of the matters submitted to a vote of stockholders at the Annual Meeting are as follows:

Item No. 1: All of the board's nominees for director were elected by the votes set forth in the table below:

Nominees	For	Against	Abstain	Broker Non-Votes
Braden R. Kelly	22,808,491	682,909	11,003	3,583,100
A. George Battle	22,640,389	850,896	11,118	3,583,100
James D. Kirsner	22,960,831	529,706	11,866	3,583,100
William J. Lansing	23,417,043	74,082	11,278	3,583,100
Eva Manolis	23,235,214	250,194	16,995	3,583,100
Marc F. McMorris	23,351,429	138,679	12,295	3,583,100
Joanna Rees	23,295,158	195,940	11,305	3,583,100
David A. Rey	23,337,468	151,928	13,007	3,583,100

Item No. 2: The stockholders approved the adoption of the Company's 2019 Employee Stock Purchase Plan by the votes set forth in the table below:

For	Against	Abstain	Broker Non-Votes
23,388,563	105,768	8,072	3,583,100

Item No. 3: The stockholders approved the amendment to the Company's 2012 Long-Term Incentive Plan by the votes set forth in the table below:

For	Against	Abstain	Broker Non-Votes
21,319,224	2,165,936	17,243	3,583,100

Item No. 4: The stockholders approved, on an advisory (non-binding) basis, the resolution relating to the Company's named executive officer compensation by the votes set forth in the table below:

For	Against	Abstain	Broker Non-Votes
22,288,918	1,179,572	33,913	3,583,100

Item No. 5: The appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal 2019 was ratified by the stockholders, by the votes set forth in the table below:

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For
26,727,665

Against
342,977

Abstain
14,861

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FAIR ISAAC CORPORATION

Date: March 1, 2019

By /s/ Mark R. Scadina
Mark R. Scadina
Executive Vice President, General Counsel, and
Secretary