

FAIR ISAAC CORP

Form 4

December 16, 2014

**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  
Number: 3235-0287  
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response... 0.5

(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)

12/13/2014

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)  
\_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)
Common Stock	12/13/2014		M	1,041 A	16,889.9969	I	The 2010 Jennings Family Revocable Trust
Common Stock	12/13/2014		M	2,500 A	19,389.9969	I	The 2010 Jennings Family Revocable Trust
Common Stock	12/13/2014		M	833 A	20,222.9969	I	The 2010 Jennings

								Family Revocable Trust
Common Stock	12/13/2014	M	727	A	<u>(1)</u>	20,949.9969	I	The 2010 Jennings Family Revocable Trust
Common Stock	12/13/2014	M	3,334	A	<u>(2)</u>	24,283.9969	I	The 2010 Jennings Family Revocable Trust
Common Stock	12/13/2014	M	1,334	A	<u>(2)</u>	25,617.9969	I	The 2010 Jennings Family Revocable Trust
Common Stock	12/13/2014	M	1,939	A	<u>(2)</u>	27,556.9969	I	The 2010 Jennings Family Revocable Trust
Common Stock	12/13/2014	M	891	A	<u>(3)</u>	28,447.9969	I	The 2010 Jennings Family Revocable Trust
Common Stock	12/13/2014	F	4,731 <u>(4)</u>	D	\$ 71.16	23,716.9983 <u>(5)</u>	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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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Security				Disposed of (D) (Instr. 3, 4, and 5)							
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	12/13/2014		M			1,041	12/13/2012(6)	(7)	Common Stock	1,041
Restricted Stock Units	(1)	12/13/2014		M			2,500	12/13/2012(6)	(7)	Common Stock	2,500
Restricted Stock Units	(1)	12/13/2014		M			833	12/13/2013(6)	(7)	Common Stock	833
Restricted Stock Units	(1)	12/13/2014		M			727	12/13/2014(6)	(7)	Common Stock	727
Performance Share Units	(2)	12/13/2014		M			3,334	12/13/2012(8)	(7)	Common Stock	3,334
Performance Share Units	(2)	12/13/2014		M			1,334	12/13/2013(8)	(7)	Common Stock	1,334
Performance Share Units	(2)	12/13/2014		M			1,939	12/13/2014(9)	(7)	Common Stock	1,939
Market Share Units	(3)	12/13/2014		M			891	12/13/2014	(7)	Common Stock	891

## 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

12/16/2014

\_\_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 restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.

(2) Each earned performance share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.

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- (3) Each earned market share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- (4) Shares withheld by Company for payment of taxes due at vesting from restricted stock units, earned performance share units and earned market share units.
- (5) Common stock holdings include ESPP reinvested dividends.
- (6) 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.
- (7) No expiration date.
- (8) 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.
- (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.

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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