

FAIR ISAAC CORP
Form 4
December 09, 2016

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 *
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)
12/08/2016

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)
EVP & 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	(D)	Price			
Common Stock	12/08/2016		M		5,784	A	\$ 0	88,641	I	Michael and Debora Pung 2014 Living Trust
Common Stock	12/08/2016		M		3,967	A	\$ 0	92,608	I	Michael and Debora Pung 2014 Living Trust

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Common Stock	12/08/2016		M	2,666	A	\$ 0	95,274	I	Michael and Debora Pung 2014 Living Trust
Common Stock	12/08/2016		M	3,656	A	\$ 0	98,930	I	Michael and Debora Pung 2014 Living Trust
Common Stock	12/08/2016		M	1,644	A	\$ 0	100,574	I	Michael and Debora Pung 2014 Living Trust
Common Stock	12/08/2016		F	9,242 <u>(1)</u>	D	\$ 121.48	91,332	I	Michael and Debora Pung 2014 Living Trust
Common Stock							3.6962 <u>(2)</u>	D	

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)
	<u>(3)</u>	12/08/2016		Code V	(A) (D)	Date Exercisable 12/13/2016	Expiration Date <u>(5)</u>

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for 2015 were met, resulting in the award of 5,816 market share units which vested on December 13, 2015. The performance criteria for 2016 were met, resulting in the award of 8,955 market share units which will vest on December 13, 2016.

- (5) No expiration date.

As previously reported in a prior Form 4 footnote, on December 8, 2014, the reporting person was granted a target award of 8,676 market share units. The award is scheduled to vest 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 and 2017. The

- (6) performance criteria for 2015 were met, resulting in the award of 5,784 market share units which vested on December 8, 2015. The performance criteria for 2016 were met, resulting in the award of 5,784 market share units which will vest immediately on December 8, 2016.

- (7) On December 8, 2015, the reporting person was granted a target award of 6,576 market share units. The award is scheduled to vest 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 and 2018. The performance criteria for 2016 were met, resulting in the award of 3,967 market share units that will vest immediately on December 8, 2016.

- (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.

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