

Wehmann James M
Form 4
November 07, 2018

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wehmann James M

(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)

11/06/2018

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)

Executive 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	11/06/2018		M	V Amount (1) 10,000 (A) or (D) A	Price \$ 43.9	99,726	D
Common Stock	11/06/2018		S	(1) 2,000 (2) D	\$ 189.1897	97,726	D
Common Stock	11/06/2018		S	(1) 4,800 (3) D	\$ 190.1738	92,926	D
Common Stock	11/06/2018		S	(1) 916 (4) D	\$ 191.0436	92,010	D

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Common Stock	11/06/2018	S	<u>1,213</u> (1)	D	<u>\$ 191.9928</u> (5)	90,797	D
Common Stock	11/06/2018	S	<u>1,071</u> (1)	D	<u>\$ 193.1467</u> (6)	89,726	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 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 Underlying (Instr. 3)
				Code	V	(A)	(D)	
Performance Share Units	<u>(7)</u>	11/06/2018 ⁽⁸⁾		A		10,976	12/08/2018 ⁽⁹⁾	⁽¹⁰⁾ Common Stock
Non-Qualified Stock Option (Right to buy)	\$ 43.9	11/06/2018		M		10,000	04/01/2013 ⁽¹¹⁾ 03/31/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wehmann James M 181 METRO DRIVE SAN JOSE, CA 95110	Executive Vice President

Signatures

/s/Carrie H. Darling,
Attorney-in-fact
11/07/2018

**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) Exercised and Sold pursuant to reporting person's 10b5-1 plan.
- (2) This transaction was executed in multiple trades at prices ranging from \$188.61 to \$189.59. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- (3) This transaction was executed in multiple trades at prices ranging from \$189.66 to \$190.64. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- (4) This transaction was executed in multiple trades at prices ranging from \$190.72 to \$191.67. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- (5) This transaction was executed in multiple trades at prices ranging from \$191.72 to \$192.47. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- (6) This transaction was executed in multiple trades at prices ranging from \$192.91 to \$193.48. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- (7) Each earned performance share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- (8) On November 6, 2018 the Leadership Development and Compensation Committee of the Board of Directors of Fair Isaac Corporation determined that the reporting person earned the number of performance share units reported on this Form 4 based on achievement of certain performance metrics.
- (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) No expiration date.
- (11) This option vests in four equal annual installments commencing on this date.

Remarks:

EXHIBIT LIST -

Exhibit 24 -- Power of Attorney for James M. Wehmann

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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