

Wells Stuart
Form 4
December 10, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wells Stuart

2. Issuer Name **and** Ticker or Trading
Symbol
FAIR ISAAC CORP [FICO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

181 METRO DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2018

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

Executive Vice President

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

SAN JOSE, CA 95110

(City) (State) (Zip)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	12/08/2018		M		32,542	A \$ 0	71,313 D
Common Stock	12/08/2018		F		16,141 (1)	D \$ 182.41	55,172 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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(9-02)

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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 Underlying Security (Instr. 3 and 4)			
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
				Code	V	(A)	(D)				
Market Share Units	<u>(2)</u>	12/07/2018		A		4,998 <u>(3)</u>		12/08/2018	<u>(4)</u>	Common Stock	4
Market Share Units	<u>(2)</u>	12/08/2018		M			4,998	12/08/2018	<u>(4)</u>	Common Stock	4
Market Share Units	<u>(2)</u>	12/07/2018		A		4,846 <u>(5)</u>		12/08/2018	<u>(4)</u>	Common Stock	4
Market Share Units	<u>(2)</u>	12/08/2018		M			4,846	12/08/2018	<u>(4)</u>	Common Stock	4
Market Share Units	<u>(2)</u>	12/07/2018		A		3,312 <u>(6)</u>		12/08/2018	<u>(4)</u>	Common Stock	3
Market Share Units	<u>(2)</u>	12/08/2018		M			3,312	12/08/2018	<u>(4)</u>	Common Stock	3
Performance Share Units	<u>(7)</u>	12/08/2018		M			3,806	12/08/2016 ⁽⁸⁾	<u>(4)</u>	Common Stock	3
Performance Share Units	<u>(7)</u>	12/08/2018		M			4,255	12/08/2017 ⁽⁸⁾	<u>(4)</u>	Common Stock	4
Performance Share Units	<u>(7)</u>	12/08/2018		M			3,659	12/08/2018 ⁽⁸⁾	<u>(4)</u>	Common Stock	3
Restricted Stock Units	<u>(9)</u>	12/08/2018		M			1,119	12/08/2015 ⁽¹⁰⁾	<u>(4)</u>	Common Stock	1
Restricted Stock Units	<u>(9)</u>	12/08/2018		M			1,647	12/08/2015 ⁽¹⁰⁾	<u>(4)</u>	Common Stock	1
Restricted Stock Units	<u>(9)</u>	12/08/2018		M			1,711	12/08/2016 ⁽¹⁰⁾	<u>(4)</u>	Common Stock	1
Restricted Stock Units	<u>(9)</u>	12/08/2018		M			1,817	12/08/2017 ⁽¹⁰⁾	<u>(4)</u>	Common Stock	1
Restricted Stock Units	<u>(9)</u>	12/08/2018		M			1,372	12/08/2018 ⁽¹⁰⁾	<u>(4)</u>	Common Stock	1
Restricted Stock Units	<u>(9)</u>	12/10/2018		A		5,300		12/10/2019	<u>(4)</u>	Common Stock	5

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
Wells Stuart 181 METRO DRIVE SAN JOSE, CA 95110			Executive Vice President

Signatures

/s/Carrie H. Darling,
Attorney-in-fact

12/10/2018

__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) Shares withheld by Company for payment of taxes due at vesting from earned performance share units, earned market share units, and restricted stock units.
- (2) Each earned market share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.

On December 8, 2015, the reporting person was granted a target award of 6,846 market share units. The award vests 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, 2018. The performance criteria for 2018 were met, resulting in the award of market share units being reported herein.
- (3) No expiration date.

On December 8, 2016, the reporting person was granted a target award of 7,268 market share units. The award vests 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, 2017, 2018, 2019. The performance criteria for 2018 were met, resulting in the award of market share units being reported herein.
- (4) On December 8, 2017, the reporting person was granted a target award of 5,488 market share units. The award vests 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, 2018, 2019, 2020. The performance criteria for 2018 were met, resulting in the award of market share units being reported herein.
- (5) Each earned performance share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- (6) 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.
- (7) Each restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- (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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