

MCMORRIS MARC F

Form 4

March 01, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MCMORRIS MARC F

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
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/28/2019

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

SAN JOSE, CA 95110

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/28/2019		M		696	A \$ 0	4,323 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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SEC 1474
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)**

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	02/28/2019		M		696		02/28/2019	02/28/2019	Common Stock	696
Restricted Stock Units	<u>(1)</u>	02/28/2019		A		506		<u>(2)</u>	<u>(3)</u>	Common Stock	506
Non Qualified Stock Option (right to buy)	\$ 247.82	02/28/2019		A		1,596		<u>(2)</u>	02/27/2026	Common Stock	1,596

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

MCMORRIS MARC F
181 METRO DRIVE
SAN JOSE, CA 95110

Signatures

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

03/01/2019

____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 service on the board.

(2) The grant will vest on the date of the Corporation's 2020 Annual Shareholder Meeting ("ASM").

(3) The grant will expire after the vesting of shares on the date of the Corporation's ASM.

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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