

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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Scadina Mark R

(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)

EVP, Gen. Counsel &amp; Sec.

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	(A) or (D)	Price		
Common Stock	12/13/2014		M		2,500	A	<u>(1)</u>	49,881.7983	D
Common Stock	12/13/2014		M		3,750	A	<u>(1)</u>	53,631.7983	D
Common Stock	12/13/2014		M		2,500	A	<u>(1)</u>	56,131.7983	D
Common Stock	12/13/2014		M		2,437	A	<u>(1)</u>	58,568.7983	D
Common Stock	12/13/2014		M		8,000	A	<u>(2)</u>	66,568.7983	D

Edgar Filing: FAIR ISAAC CORP - Form 4

Common Stock	12/13/2014	M	4,000	A	(2)	70,568.7983	D
Common Stock	12/13/2014	M	6,498	A	(2)	77,066.7983	D
Common Stock	12/13/2014	M	2,989	A	(3)	80,055.7983	D
Common Stock	12/13/2014	F	16,259 (4)	D	\$ 71.16	63,796.7983	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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	(1)	12/13/2014		M	2,500	12/13/2012(5) (6)	Common Stock 2,500
Restricted Stock Units	(1)	12/13/2014		M	3,750	12/13/2012(5) (6)	Common Stock 3,750
Restricted Stock Units	(1)	12/13/2014		M	2,500	12/13/2013(5) (6)	Common Stock 2,500
Restricted Stock Units	(1)	12/13/2014		M	2,437	12/13/2014(5) (6)	Common Stock 2,437
Performance Share Units	(2)	12/13/2014		M	8,000	12/13/2012(7) (6)	Common Stock 8,000
Performance Share Units	(2)	12/13/2014		M	4,000	12/13/2013(7) (6)	Common Stock 4,000
Performance Share Units	(2)	12/13/2014		M	6,498	12/13/2014(8) (6)	Common Stock 6,498
	(3)	12/13/2014		M	2,989	12/13/2014 (6)	2,989

Market Share  
UnitsCommon  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
Scadina Mark R 181 METRO DRIVE SAN JOSE, CA 95110	EVP, Gen. Counsel & Sec.

## 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.
- (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) 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.
- (6) No expiration date.
- (7) 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.
- (8) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.