

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
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Expiration Date	Title
				A		12/13/2016	<u>(5)</u>

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Market Share Units				8,955 (4)				Common Stock	
Market Share Units	(3)	12/08/2016	A	5,784 (6)	12/08/2016	(5)		Common Stock	5
Market Share Units	(3)	12/08/2016	M	5,784	12/08/2016	(5)		Common Stock	5
Market Share Units	(3)	12/08/2016	A	3,967 (7)	12/08/2016	(5)		Common Stock	3
Market Share Units	(3)	12/08/2016	M	3,967	12/08/2016	(5)		Common Stock	3
Performance Share Units	(8)	12/08/2016	M	2,666	12/08/2015(9)	(5)		Common Stock	2
Performance Share Units	(8)	12/08/2016	M	3,656	12/08/2016(9)	(5)		Common Stock	3
Restricted Stock Units	(10)	12/08/2016	M	1,644	12/08/2016(11)	(5)		Common Stock	1
Restricted Stock Units	(10)	12/08/2016	A	6,250	12/08/2017(11)	(5)		Common Stock	6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pung Michael J 181 METRO DRIVE SAN JOSE, CA 95110			EVP & CFO	

Signatures

/s/Nancy E. Fraser,
Attorney-in-fact

12/09/2016

__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) Common stock holdings include ESPP reinvested dividends.
- (3) Each earned market share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- (4) As previously reported in a prior Form 4 footnote, on December 13, 2013, the reporting person was granted a target award of 8,723 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, 2014, 2015 and 2016. The performance criteria for 2014 were met and reported, resulting in an award of 2,675 market share units which vested on December 13, 2014. The performance criteria

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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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