

Rees Joanna
 Form 4/A
 March 12, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Rees Joanna

(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)
 02/28/2019

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/01/2019

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 02/28/2019 | | M | 1,391 A | \$ 0 7,374 | 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)

Edgar Filing: Rees Joanna - Form 4/A

| 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Restricted Stock Units | (1) | 02/28/2019 | | M | | 1,391 | | 02/28/2019 | 02/28/2019 | Common Stock |
| Restricted Stock Units | (1) | 02/28/2019 | | A | | 506 | | (2) | (3) | Common Stock |
| Non-Qualified Option (right-to-buy) | \$ 247.82 | 02/28/2019 | | A | | 1,596 | | (2) | 02/27/2026 | Common Stock |
| Non-Qualified Option (right-to-buy) | \$ 247.82 | 02/28/2019 | | A | | 1,041 (4) | | 02/28/2019 | 02/27/2026 | Common Stock |

Reporting Owners

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

Rees Joanna
181 METRO DRIVE
SAN JOSE, CA 95110

Signatures

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

03/12/2019

__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) This award will fully 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.
- (4) The reporting person has elected to take her annual cash retainer in the form of stock options pursuant to the Corporation's Compensation Program for Non-Employee Directors.

Remarks:

Edgar Filing: Rees Joanna - Form 4/A

EXHIBIT LIST - Exhibit 24 - Power of Attorney for Joanna Rees. Adding Power of Attorney as an Exhibit.

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.