

FAIR ISAAC CORP  
Form 4  
February 16, 2017

**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 \*  
Gianforte Greg 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)  
02/15/2017

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)

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 Ownership (Instr. 4)                                      |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 02/15/2017                           |  | M                              | 2,579 A \$0   | 6,673   | D  | Greg Gianforte Revocable Trust and Susan Gianforte Revocable Trust TIC |
| Common Stock                    |                                      |  |                                |   | 15,500  | I  |  |

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Stock Units                     | (1)  | 02/15/2017                           |  | M                              | 2,579   | 02/15/2017 (2)   | Common Stock                                      |
| Restricted Stock Units                     | (1)  | 02/15/2017                           |  | A                              | 1,865   | (3) (2)  | Common Stock                                      |
| Non-Qualified Stock Option (right to buy)  | \$ 128.8   | 02/15/2017                           |  | A                              | 2,203 (4)   | 02/15/2017 02/14/2024                                    | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Gianforte Greg R<br>181 METRO DRIVE<br>SAN JOSE, CA 95110 |               |           |         |       |

## Signatures

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

02/16/2017

\*\*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) No expiration date.
  - (3) This award will fully vest on the date of the Corporation's 2018 Annual Meeting of Stockholders.

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

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.