

FAIR ISAAC CORP
Form 4
February 17, 2017

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 *
Wells Stuart

(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)
02/16/2017

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)
Executive Vice President

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	(A) or (D)	Price
Common Stock	02/16/2017		M		2,503	A	\$ 72.06
Common Stock	02/16/2017		M		12,000	A	\$ 43.05
Common Stock	02/16/2017		S		14,503	D	\$ 128.8525 (1)
Common Stock	02/16/2017		S		9,695	D	\$ 128.7517 (2)
	02/17/2017		M		17,900	A	\$ 72.06

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Common
Stock

Common Stock	02/17/2017	S	17,900	D	\$ 129.2125	30,327	D
					<u>(3)</u>		
Common Stock	02/17/2017	S	7,300	D	\$ 129.3408	23,027	D
					<u>(4)</u>		

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 Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (Right to buy)	\$ 72.06	02/16/2017		M	2,503	12/08/2015 ⁽⁵⁾ 12/07/2021	Common Stock
Non-Qualified Stock Option (Right to buy)	\$ 43.05	02/16/2017		M	12,000	04/25/2013 ⁽⁵⁾ 04/24/2019	Common Stock
Non-Qualified Stock Option (Right to buy)	\$ 72.06	02/17/2017		M	5,750	12/08/2015 ⁽⁵⁾ 12/07/2021	Common Stock
Non-Qualified Stock Option (Right to buy)	\$ 72.06	02/17/2017		M	12,150	12/08/2015 ⁽⁵⁾ 12/07/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wells Stuart
181 METRO DRIVE
SAN JOSE, CA 95110

Executive Vice President

Signatures

/s/Stuart Wells

02/17/2017

 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) This transaction was executed in multiple trades at prices ranging from \$128.50 to \$129.24. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
 - (2) This transaction was executed in multiple trades at prices ranging from \$128.46 to \$129.16. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
 - (3) This transaction was executed in multiple trades at prices ranging from \$129.00 to \$129.62. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
 - (4) This transaction was executed in multiple trades at prices ranging from \$129.025 to \$129.54. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
 - (5) This option vests in four equal annual installments commencing on this date.

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.