Huyard Wayne Elliot Form 4 November 07, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number: January 31,

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

(State)

(Zin)

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(b).

(City)

| 1. Name and Add Huyard Wayn | * | ting Person * | 2. Issuer Name and Ticker or Trading Symbol FAIR ISAAC CORP [FICO] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|--------------------------------|---------|---------------|--|---|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | |
| | | | (Month/Day/Year) | Director 10% Owner | | |
| 181 METRO DRIVE | | | 11/05/2018 | Officer (give title Other (specify below) Executive Vice President | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person | | |
| SAN JOSE, CA 95110 | | | | Form filed by More than One Reporting Person | | |

| (City) | (State) | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | y Owned |
|--------------------------------------|--------------------------------------|--|-----------------|---|----------|---------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | omr Disposed of (D) (Instr. 3, 4 and 5) (A) or | | | 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) |
| Common Stock | 11/05/2018 | | Code V M | Amount 10,000 | (D) A | Price \$ 0 | 31,912 | D | |
| Common Stock | 11/05/2018 | | F | 3,755 (1) | D | \$ 192.15 | 28,157 | D | |

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

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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. Transactio Code (Instr. 8) | 5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | 7. Title and Ar Underlying Se (Instr. 3 and 4) |
|---|---|--------------------------------------|---|--|--|--------|------------------|--------------------|--|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title I |
| Restricted Stock Units | <u>(2)</u> | 11/05/2018 | | M | | 10,000 | 11/05/2015(3) | <u>(4)</u> | Common Stock |
| Performance Share Units | <u>(5)</u> | 11/06/2018 <u>(6)</u> | | A | 10,976 | | 12/08/2018(7) | <u>(4)</u> | Common Stock |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Huyard Wayne Elliot 181 METRO DRIVE SAN JOSE, CA 95110

Executive Vice President

Signatures

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

11/07/2018

**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 restricted stock units.
- (2) Each restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- (3) 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.
- (4) No expiration date.
- (5) Each earned performance share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- On November 6, 2018 the Leadership Development and Compensation Committee of the Board of Directors of Fair Isaac Corporation (6) determined that the reporting person earned the number of performance share units reported on this Form 4 based on achievement of certain performance metrics
- (7) 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.

Reporting Owners 2

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Remarks:

EXHIBIT LIST -

Exhibit 24 -- Power of Attorney for Wayne Elliott Huyard

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.