## SEC Form 4

## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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1. Name and Add	1 0		2. Issuer Name <b>and</b> Ticker or Trading Symbol FAIR ISAAC CORP [FICO]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
LANSING (Last) 181 METRO I	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/04/2013		Director Officer (give title below) President an	10% Owner Other (specify below) d CEO				
(Street) SAN JOSE (City)	CA (State)	95110 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Filir Form filed by One Rep Form filed by More tha Person	porting Person				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										

1. Title of Security (Instr. 3)	Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (		Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(11511.4)

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. Transa Code ( 8)		5. Numl of Derivat Securit Acquire (A) or Dispos of (D) (I 3, 4 and	ive ies ed ed nstr.	6. Date Exerci Expiration Da (Month/Day/Ye	te	7. Title an of Securit Underlyin Derivative (Instr. 3 ar	es g Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Share Units	(1)	11/04/2013 <sup>(2)</sup>		Α		26,668		12/13/2013 <sup>(3)</sup>	(4)	Common Stock	26,668	\$0.00	26,668	D	

Explanation of Responses:

1. Each performance share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.

2. On November 4, 2013, the Compensation Committee of Fair Isaac Corporation's Board of Directors determined that the reporting person earned the number of performance share units reported on this Form 4 based on achievement of certain performance metrics.

3. The performance share units will vest in four 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. 4. No expiration date.

## **Remarks:**

/s/Nancy E. Fraser, Attorney-infor at

Date

\*\* Signature of Reporting Person

<u>fact</u>

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.