SEC Form 4

FORM 4

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

OMB APPROVAL

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OMB Number:	3235-0287
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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

1. Name and Adda Moldt Claus			2. Issuer Name and Ticker or Trading Symbol <u>FAIR ISAAC CORP</u> [FICO]						ationship of Reporting all applicable) Director Officer (give title	10% 0				
(Last) 181 METRO I	(First) DR.	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 12/10/2020						below) Executive Vice	below President & C	,		
(Street)		4. If An	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line)					
SAN JOSE	CA	95110								X Form filed by One Reporting Person				
(City)	(State)	(Zip)								Form filed by Mor Person	e than One Repo	orting		
		Table I - No	n-Derivative S	Securities Acq	uired	, Dis	posed of, c	or Ben	eficially	Owned				
Date			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8) Code V Amount (A) Disposed Of (D) (Instr. 3, 4) (A) or Pi				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			

(A) (D) (Instr. 3 and 4) Common Stock 12/10/2020 Μ \$0.00 11,133 D 6,052 A Common Stock 12/10/2020 3,188(1) D \$506.91 7,945 D F 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)		Deriva Securi	ties red (A) posed (Instr.	6. Date Exerci Expiration Dat (Month/Day/Ye	e	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	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		Transaction(s) (Instr. 4)		
Market Share Units	(2)	12/10/2020		М			1,779	12/10/2020	(3)	Common Stock	1,779	\$0.00	0	D	
Performance Share Units	(4)	12/10/2020		М			2,144	12/10/2020 ⁽⁵⁾	(3)	Common Stock	2,144	\$0.00	4,288	D	
Restricted Stock Units	(6)	12/10/2020		М			1,325	12/10/2019 ⁽⁷⁾	(3)	Common Stock	1,325	\$0.00	2,650	D	
Restricted Stock Units	(6)	12/10/2020		М			804	12/10/2020 ⁽⁷⁾	(3)	Common Stock	804	\$0.00	2,412	D	
Restricted Stock Units	(6)	12/10/2020		Α		4,370		12/10/2021 ⁽⁷⁾	(3)	Common Stock	4,370	\$0.00	4,370	D	

Explanation of Responses:

1. Shares withheld by Company for payment of taxes due at vesting from earned market share units, earned performance share units and restricted stock units.

2. Each earned market share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.

3. No expiration date.

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

5. The performance share units 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.

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

7. 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.

Remarks:

/s/ Carrie H. Darling, Attorney-12/14/2020 in-fact

** Signature of Reporting Person Date

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.

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