SEC Form 4

FORM 4

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

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

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 3235-0287 OMB Number: Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>Rey David A</u>			2. Issuer Name and Ticker or Trading Symbol <u>FAIR ISAAC CORP</u> [FICO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) 181 METRO DRIVE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/04/2020		Officer (give title below)	Other (specify below)		
(Street) SAN JOSE	СА	95110	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	 Form filed by One Reporting Person Form filed by More than One Reporting 			
(City)	(State)	(Zip)			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 3. Execution Date, if any Code (Instr. (Month/Day/Year) 8)						5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/04/2020		М		5,000	A	\$23.59	5,000	D	
Common Stock	02/04/2020		М		7,047	A	\$52.59	12,047	D	
Common Stock	02/04/2020		S		100	D	\$418.15	11,947	D	
Common Stock	02/04/2020		S		5,368	D	\$420.31 ⁽¹⁾	6,579	D	
Common Stock	02/04/2020		S		3,779	D	\$421.01 ⁽²⁾	2,800	D	
Common Stock	02/04/2020		S		2,800	D	\$422.19 ⁽³⁾	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 11. Nature 10. Transaction Ownership Derivative Conversion Date Execution Date. Expiration Date Amount of Derivative derivative of Indirect Security or Exercise Price of (Month/Day/Year) if any (Month/Day/Year) Code (Instr. Derivative (Month/Day/Year) Securities Security (Instr. 5) Securities Form: Beneficial (Instr. 3) 8) Underlying Beneficially Direct (D) Securities Ownership Acquired (A) or Disposed Derivative Derivative Security Owned or Indirect (Instr. 4) (Instr. 3 and 4) (I) (Instr. 4) Security Following Reported of (D) (Instr. 3, 4 Transaction(s) (Instr. 4) and 5) Amount Number Date Expiration of (A) (D) Exercisable Date Title Shares Code Non Qualified Stock Common \$23.59 02/04/2020 10/06/2012(4) 10/05/2021 10,000 Μ 5,000 5.000 \$<mark>0</mark> D Option Stock (right to buy) Non Qualified Stock Commor 02/24/2015⁽⁵⁾ \$52.59 02/04/2020 7.047 02/10/2021 7.047 0 D Μ \$<mark>0</mark> Option Stock (right to buy)

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from \$419.77 to \$420.75. 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 \$420.77 to \$421.41. 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 \$421.87 to \$422.74. 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 option vests in five equal annual installments commencing on this date.

5. This option vested in full upon this date.

Remarks:

EXHIBIT LIST - Exhibit 24 - Power of Attorney for David A Rey

/s/Carrie H. Darling, Attorney-02/06/2020 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.

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.

EXHIBIT 24

KNOW ALL BY THESE PRESENTS, the undersigned hereby constitutes and appoints MARK R. SCADINA, MICHAEL I. MCLAUGHLIN and CARRIE H. DARLING, the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and / or director of Fair Isaac Corporation (the "Company"), Forms 3, 4 and 5, including Form ID application and verification, in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder;

2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID, Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney revokes all prior powers of attorney of a similar scope and shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused the Power of Attorney to be executed as of this 21st day of August 2019. /s/ David A Rey David A Rey