SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Filed pursuant to Section 16(a) of the S
or Section 30(h) of the Investme

Instruction 1(b	b).		Filed pursuant to Section 16(a) of the Securities Exchange Act of 19	934 Unders per response. 0.5
			or Section 30(h) of the Investment Company Act of 1940	
1. Name and Add Leonard M	dress of Reporting <u>ichael S</u>	Person*	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) Director 10% Owner
(Last) (First) (Middle) 181 METRO DRIVE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/08/2020	X Officer (give title Other (specify below) below) CAO and Vice President
(Street)			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 More than One Reporting Person
		Table I - Non-D	Derivative Securities Acquired, Disposed of, or Ben	neficially Owned

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. Transa Code (8)					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	12/08/2020		М		1,032	Α	\$ <mark>0</mark>	8,741(1)	D	
Common Stock	12/08/2020		F		513(2)	D	\$ <mark>0</mark>	8,228	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		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 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				
Restricted Stock Units	(3)	12/08/2020		М			588	12/08/2017 ⁽⁴⁾	(5)	Common Stock	588	\$0.00	0	D	
Restricted Stock Units	(3)	12/08/2020		М			444	12/08/2018 ⁽⁴⁾	(5)	Common Stock	444	\$0.00	444	D	

Explanation of Responses:

1. Includes 7 shares acquired under the FICO employee stock purchase plan on August 31, 2020.

2. Shares withheld by Company for payment of taxes due at vesting from restricted stock units.

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

4. 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.

5. No expiration date.

Remarks:

/s/ Carrie H. Darling, Attorney-12/09/2020

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.