SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 Address of Reporting Person* Scadina Mark R					2. Issuer Name and Ticker or Trading Symbol <u>FAIR ISAAC CORP</u> [FICO]							5. (C	neck all	ship o applio irecto	able)	Reporting Person(s) to Issuer ble) 10% Owner		
(Last) 181 MET	(F TRO DRIV	,	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 12/04/2020							X b	(give title P, Gen. Co	give title Other (specify below) , Gen. Counsel & Sec.		pecify		
(Street) SAN JOS (City)			95110 (Zip)	4.	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Lir	e) X F						
		Tal	ole I - Non-I	Derivativ	ve Se	curities	Acq	juired, C	Disp	osed o	f, or Be	neficia	ly Ow	ned				
Date				2. Transactio Date Month/Day/Y	Execution Date,		Date,	Code (Instr. 5)					4 and Securitie Benefici		es Forr ially (D) (Following (I) (I		: Direct I Indirect I str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
								Code	v	Amount	ount (A) or (D) F		Tra	ansaction(s) istr. 3 and 4)			ľ	insu. 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)	Code				6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Secur (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)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisabl		Expiration Date	Title	Amount or Number of Shares	1		Transactio (Instr. 4)	n(s)		
Market Share	(1)	12/04/2020		А		3,446 ⁽²⁾		12/08/2020	0	(3)	Common	3,446	\$0.	00	3,446		D	

12/04/2020 2,944⁽⁴⁾ 12/10/2020 \$0.00 2,944 D Stock Units Market Commo 1,484⁽⁵⁾ (1) 12/04/2020 12/10/2020 (3) 1,484 A \$0.00 1,484 D Share Stock Units Explanation of Responses: 1. Each earned market share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment. 2. On December 8, 2017, the reporting person was granted a target award of 4,720 market share units. The award vests in three equal annual installments from the grant date based on the Company's satisfaction of certain performance criteria for each of the performance periods ending November 30, 2018, 2019, 2020. The performance criteria for 2020 were met, resulting in the award of market share units being

reported herein.

(1)

3. No expiration date.

Units Market

Share

4. On December 10, 2018, the reporting person was granted a target award of 4,417 market share units. The award vests in three equal annual installments from the grant date based on the Company's satisfaction of certain performance criteria for each of the performance periods ending November 30, 2019, 2020, 2021. The performance criteria for 2020 were met, resulting in the award of market share units being reported herein.

5. On December 10, 2019, the reporting person was granted a target award of 2,680 market share units. The award vests in three equal annual installments from the grant date based on the Company's satisfaction of certain performance criteria for each of the performance periods ending November 30, 2020, 2021, 2022. The performance criteria for 2020 were met, resulting in the award of market share units being reported herein.

Remarks:

/s/ Carrie H. Darling, Attorney-12/07/2020 in-fact

** Signature of Reporting Person Date

Stock

2,944

(3)

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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