| SEC | Form | 4 |
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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
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| 1. Name and Address of Reporting Person [*] <u>Wehmann James M</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) Director 10% Owner Officer (give title Other (specify |
|---|---------|----------|---|---|
| (Last) (First) (Middle) 181 METRO DRIVE | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/13/2016 | X below) below) Executive Vice President |
| (Street) SAN JOSE | CA | 95110 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable 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 Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 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) | | (1150.4) |
| Common Stock | 12/13/2016 | | М | | 2,500 | A | \$0.00 | 61,556 | D | |
| Common Stock | 12/13/2016 | | М | | 2,437 | A | \$0.00 | 63,993 | D | |
| Common Stock | 12/13/2016 | | М | | 4,000 | A | \$0.00 | 67,993 | D | |
| Common Stock | 12/13/2016 | | М | | 6,498 | A | \$0.00 | 74,491 | D | |
| Common Stock | 12/13/2016 | | М | | 10,007 | A | \$0.00 | 84,498 | D | |
| Common Stock | 12/13/2016 | | F | | 12,262 ⁽¹⁾ | D | \$121.67 | 72,236 | D | |

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

(e.g., puts, calls, warrants, options, convertible securities) 3A. Deemed Execution Date, 1. Title of 3. Transaction 5. Number 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 10. 11. Nature Transaction Code (Instr. Derivative Security Conversion Ownership Expiration Date (Month/Day/Year) Securities Derivative derivative of Indirect Date (Month/Day/Year) Derivative or Exercise if anv Underlving Security Securities Form: Beneficial Derivative Security (Instr. 3) Price of Derivative (Month/Dav/Year) 8) Securities Acquired (Instr. 5) Beneficially Owned Direct (D) Ownership (Instr. 4) (Instr. 3 and 4) or Indirect (A) or Disposed of (D) (Instr. 3, 4 and 5) (I) (Instr. 4) Security Following Reported Transaction(s) (Instr. 4) Amount Number Date Expiration of Code v (A) (D) Exercisable Date Title Shares Restricted Commor (2) 12/13/2016 Μ 2 500 12/13/2013(3) (4)2,500 \$0.00 0 D Stock Unit Stock Restricted Common (2) 12/13/2016 Μ 2,437 12/13/2014(3) (4) 2.437 2,436 D \$0.00 Stock Units Stock Performance Share Units Commo (5) 12/13/2016 Μ 4,000 12/13/2013(6) (4) 4,000 \$0.00 0 D Stock Performance Commor (5) (4) 6,498 12/13/2016 м 6.498 12/13/2014(7) \$0.00 0 D Share Units Stock Market Commo (8) 12/13/2016 М 10,007 12/13/2016 (4) 10,007 0 D \$0.00 Share Units Stock

Explanation of Responses:

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

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

3. 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.

4. No expiration date.

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

6. 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.

7. The performance share units vest in three 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.

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

Remarks:

/s/Nancy E. Fraser, Attorney-infact 12/14/2016

** 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.