

Scadina Mark R  
Form 4  
December 11, 2017

**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 OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Scadina Mark R

2. Issuer Name **and** Ticker or Trading  
Symbol  
FAIR ISAAC CORP [FICO]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

181 METRO DRIVE

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/08/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

EVP, Gen. Counsel &amp; Sec.

(Street)

4. If Amendment, Date 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  
Person

SAN JOSE, CA 95110

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 12/08/2017                              |   | M                                    | 25,814 A  | \$ 0 98,804  | I   | Scadina<br>Revocable<br>Trust                                     |
| Common<br>Stock                       | 12/08/2017                              |   | F                                    | 12,824<br>(1) D   | \$ 157.31 85,980   | I   | Scadina<br>Revocable<br>Trust                                     |
| Common<br>Stock                       |   |   |                                      |   | 1,441.7479<br>(2) D  | D   |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

required to respond unless the form  
displays a currently valid OMB control  
number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | 8. Amount or<br>Number of<br>Shares |
|---|---|---|---|---|---|--|--|-------------------------------------|
|   |   |   |   | Code                                    | V (A) (D)   | Date Exercisable   | Expiration<br>Date   | Title                               |
| Market Share<br>Units                               | (3)   | 12/08/2017                              |   | A                                       | 5,784<br>(4)  | 12/08/2017   | (5)  | Common<br>Stock                     |
| Market Share<br>Units                               | (3)   | 12/08/2017                              |   | M                                       | 5,784   | 12/08/2017   | (5)  | Common<br>Stock                     |
| Market Share<br>Units                               | (3)   | 12/08/2017                              |   | A                                       | 4,384<br>(6)  | 12/08/2017   | (5)  | Common<br>Stock                     |
| Market Share<br>Units                               | (3)   | 12/08/2017                              |   | M                                       | 4,384   | 12/08/2017   | (5)  | Common<br>Stock                     |
| Market Share<br>Units                               | (3)   | 12/08/2017                              |   | A                                       | 2,459<br>(7)  | 12/08/2017   | (5)  | Common<br>Stock                     |
| Market Share<br>Units                               | (3)   | 12/08/2017                              |   | M                                       | 2,459   | 12/08/2017   | (5)  | Common<br>Stock                     |
| Performance<br>Share Units                          | (8)   | 12/08/2017                              |   | M                                       | 2,665   | 12/08/2015 <sup>(9)</sup>                                      | (5)  | Common<br>Stock                     |
| Performance<br>Share Units                          | (8)   | 12/08/2017                              |   | M                                       | 3,656   | 12/08/2016 <sup>(9)</sup>                                      | (5)  | Common<br>Stock                     |
| Performance<br>Share Units                          | (8)   | 12/08/2017                              |   | M                                       | 3,659   | 12/08/2017 <sup>(9)</sup>                                      | (5)  | Common<br>Stock                     |
| Restricted<br>Stock Units                           | (10)  | 12/08/2017                              |   | M                                       | 1,644   | 12/08/2016 <sup>(11)</sup>                                     | (5)  | Common<br>Stock                     |
| Restricted<br>Stock Units                           | (10)  | 12/08/2017                              |   | M                                       | 1,563   | 12/08/2017 <sup>(11)</sup>                                     | (5)  | Common<br>Stock                     |
| Restricted<br>Stock Units                           | (10)  | 12/08/2017                              |   | A                                       | 4,720   | 12/08/2018 <sup>(11)</sup>                                     | (5)  | Common<br>Stock                     |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Scadina Mark R<br>181 METRO DRIVE<br>SAN JOSE, CA 95110 |               |           | EVP, Gen. Counsel & Sec. |       |

## Signatures

/s/Nancy E. Fraser,  
Attorney-in-fact

12/11/2017

Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Shares withheld by Company for payment of taxes due at vesting from earned performance share units, earned market share units, and restricted stock units.
  - (2) Common stock holdings include ESPP reinvested dividends.
  - (3) Each earned market share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.  
On December 8, 2014, the reporting person was granted a target award of 8,676 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, 2015, 2016, 2017. The performance criteria for 2017 were met, resulting in the award of market share units being reported herein.
  - (4) No expiration date.  
On December 8, 2015, the reporting person was granted a target award of 6,576 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, 2016, 2017, 2018. The performance criteria for 2017 were met, resulting in the award of market share units being reported herein.
  - (5) On December 8, 2016, the reporting person was granted a target award of 6,250 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, 2017, 2018, 2019. The performance criteria for 2017 were met, resulting in the award of market share units being reported herein.
  - (6) Each earned performance share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
  - (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 restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
  - (9) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.