

Rees Joanna
Form 4/A
March 12, 2019

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rees Joanna

(Last) (First) (Middle)

181 METRO DRIVE

(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FAIR ISAAC CORP [FICO]

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

02/28/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

03/01/2019

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
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 Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/28/2019		M	1,391 A \$ 0	7,374	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Sec (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A c M c S
Restricted Stock Units	<u>(1)</u>	02/28/2019		M		1,391		02/28/2019	02/28/2019	Common Stock	
Restricted Stock Units	<u>(1)</u>	02/28/2019		A		506		<u>(2)</u>	<u>(3)</u>	Common Stock	
Non-Qualified Option (right-to-buy)	\$ 247.82	02/28/2019		A		1,596		<u>(2)</u>	02/27/2026	Common Stock	
Non-Qualified Option (right-to-buy)	\$ 247.82	02/28/2019		A		1,041 <u>(4)</u>		02/28/2019	02/27/2026	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rees Joanna 181 METRO DRIVE SAN JOSE, CA 95110				

Signatures

/s/Carrie H. Darling,
Attorney-in-fact

03/12/2019

__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) Each restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued service on the board.
- (2) This award will fully vest on the date of the Corporation's 2020 Annual Shareholder Meeting ("ASM").
- (3) The grant will expire after the vesting of shares on the date of the Corporation's ASM.
- (4) The reporting person has elected to take her annual cash retainer in the form of stock options pursuant to the Corporation's Compensation Program for Non-Employee Directors.

Remarks:

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EXHIBIT LIST - Exhibit 24 - Power of Attorney for Joanna Rees. Adding Power of Attorney as an Exhibit.

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.