

Gordon Michael J
Form 3
October 02, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

^ Gordon Michael J

(Last) (First) (Middle)

901 MARQUETTE AVENUE,
SUITE 3200

(Street)

MINNEAPOLIS, ^ MN ^ 55402

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

10/01/2012

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner

☒ Officer ☐ Other
(give title below) (specify below)

Executive Vice President

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

794

D ^

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Non-Qualified Stock Options (right to buy)	12/18/2009 ⁽¹⁾	12/17/2015	Common Stock	2,250	\$ 14.16	D	Â
Non-Qualified Stock Options (right to buy)	12/18/2010 ⁽¹⁾	12/17/2016	Common Stock	1,250	\$ 20.31	D	Â
Non-Qualified Stock Options (right to buy)	12/13/2011 ⁽¹⁾	12/12/2017	Common Stock	6,562	\$ 24.03	D	Â
Non-Qualified Stock Options (right to buy)	12/13/2012 ⁽¹⁾	12/12/2017	Common Stock	12,500	\$ 35.99	D	Â
Restricted Stock Units	12/18/2012 ⁽²⁾	Â ⁽³⁾	Common Stock	2,250	\$ 0 ⁽⁴⁾	D	Â
Restricted Stock Units	08/24/2013 ⁽²⁾	Â ⁽³⁾	Common Stock	1,125	\$ 0 ⁽⁴⁾	D	Â
Restricted Stock Units	12/18/2012 ⁽⁵⁾	Â ⁽³⁾	Common Stock	1,250	\$ 0 ⁽⁴⁾	D	Â
Restricted Stock Units	07/23/2013 ⁽⁵⁾	Â ⁽³⁾	Common Stock	2,250	\$ 0 ⁽⁴⁾	D	Â
Restricted Stock Units	12/13/2012 ⁽⁶⁾	Â ⁽³⁾	Common Stock	6,562	\$ 0 ⁽⁴⁾	D	Â
Restricted Stock Units	12/13/2012 ⁽⁷⁾	Â ⁽³⁾	Common Stock	12,500	\$ 0 ⁽⁴⁾	D	Â
Restricted Stock Units	04/25/2013 ⁽⁷⁾	Â ⁽³⁾	Common Stock	25,000	\$ 0 ⁽⁴⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gordon Michael J 901 MARQUETTE AVENUE, SUITE 3200 MINNEAPOLIS, MN 55402	Â	Â	Â Executive Vice President	Â

Signatures

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

10/01/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) This option vests in four equal annual installments commencing on this date.

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- (2) The remaining restricted stock units vest in one equal annual installment commencing on this date and vested shares will be delivered to the reporting person as soon as practicable thereafter.
- (3) No expiration date.
- (4) Each restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- (5) The remaining restricted stock units vest in two equal annual installments commencing on this date and vested shares will be delivered to the reporting person as soon as practicable thereafter.
- (6) The remaining restricted stock units vest in three equal annual installments commencing on this date and vested shares will be delivered to the reporting person as soon as practicable thereafter.
- (7) The remaining 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.

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