

FAIR ISAAC CORP  
Form 8-K  
February 14, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) February 11, 2014**

**FAIR ISAAC CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-11689**  
**(Commission**  
  
**File Number)**

**94-1499887**  
**(IRS Employer**  
  
**Identification No.)**

**181 Metro Drive, Suite 700**

**San Jose, California**  
**(Address of principal executive offices)**

**95110-1346**  
**(Zip Code)**

**Registrant's telephone number, including area code 408-535-1500**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Fair Isaac Corporation (the Company) held its 2014 Annual Meeting of Stockholders (the Annual Meeting) on February 11, 2014. Of the 34,861,582 shares of common stock entitled to vote, 32,247,965 shares were present at the Annual Meeting in person or by proxy. The final results for each of the matters submitted to a vote of stockholders at the Annual Meeting are as follows:

*Item No. 1:* All of the board's nominees for director were elected by the votes set forth in the table below:

| Nominee            | For        | Against   | Abstain | Broker Non-Votes |
|--------------------|------------|-----------|---------|------------------|
| A. George Battle   | 28,163,236 | 2,286,355 | 10,384  | 1,787,990        |
| Greg R. Gianforte  | 30,327,488 | 103,389   | 29,098  | 1,787,990        |
| Braden R. Kelly    | 30,180,907 | 250,370   | 28,698  | 1,787,990        |
| James D. Kirsner   | 30,319,801 | 111,426   | 28,748  | 1,787,990        |
| William J. Lansing | 30,344,057 | 104,821   | 11,097  | 1,787,990        |
| Rahul L. Merchant  | 30,325,121 | 106,468   | 28,386  | 1,787,990        |
| David A. Rey       | 30,266,703 | 164,923   | 28,349  | 1,787,990        |
| Duane E. White     | 30,318,244 | 112,956   | 28,775  | 1,787,990        |

*Item No. 2:* The stockholders approved an amendment to the Company's 2012 Long-Term Incentive Plan by the votes set forth in the table below:

| For        | Against    | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 17,720,123 | 12,697,599 | 42,253  | 1,787,990        |

*Item No. 3:* The stockholders approved, on an advisory (non-binding) basis, the resolution relating to the Company's executive officer compensation by the votes set forth in the table below:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 29,991,979 | 390,019 | 77,977  | 1,787,990        |

*Item No. 4:* The appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal 2014 was ratified by the stockholders, by the votes set forth in the table below:

| For        | Against | Abstain |
|------------|---------|---------|
| 31,653,302 | 577,180 | 17,483  |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FAIR ISAAC CORPORATION

Date: February 14, 2014

By /s/ Mark R. Scadina  
Mark R. Scadina  
Executive Vice President, General Counsel, and  
Secretary