

FAIR ISAAC CORP
Form S-8
May 12, 2008

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As filed with the Securities and Exchange Commission on May 12, 2008
 Registration Number 333-

**UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

**FORM S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933**

FAIR ISAAC CORPORATION
 (Exact name of registrant as specified in its charter)

Delaware (State of incorporation) 94-1499887 (I.R.S. Employer Identification Number)

901 Marquette Avenue, Suite 3200
 Minneapolis, Minnesota 55402-3232
 (Address of principal executive offices)

**FAIR ISAAC CORPORATION
 1992 LONG-TERM INCENTIVE PLAN**

(Full title of the plan)

Mark R. Scadina
 General Counsel and Secretary
 Fair Isaac Corporation
 901 Marquette Avenue, Suite 3200
 Minneapolis, Minnesota 55402-3232
 (Name and address of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

Calculation of Registration Fee

| Title of Securities to be registered | Amount to be registered | Proposed maximum offering price per share (1) | Proposed maximum aggregate offering price (1) | Amount of Registration fee |
|------------------------------------------------------------------------------|--------------------------------|------------------------------------------------------|------------------------------------------------------|-----------------------------------|
| Common Stock, par value \$.01, including Preferred Stock Purchase Rights (2) | 2,042,554 shares | \$23.16 | \$47,305,551 | \$1,860 |

- (1) Estimated pursuant to Rule 457(h) under the Securities Act of 1933 solely for the purpose of calculating the registration fee and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the New York Stock Exchange on May 7, 2008.

 - (2) Prior to the occurrence of certain events, the Preferred Stock Purchase Rights will not be evidenced separately from the Common Stock.
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Opinion of Faegre & Benson LLP

Consent of Independent Registered Public Accounting Firm

Powers of Attorney

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EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 2,042,554 shares of the Common Stock, including Preferred Stock Purchase Rights, of Fair Isaac Corporation (the Company) to be issued pursuant to the Fair Isaac Corporation 1992 Long-term Incentive Plan (the Plan).

In accordance with Section E of the General Instructions to Form S-8, the Registration Statements on Form S-8 filed with the Securities and Exchange Commission on May 27, 1993 (File No. 33-63426), April 1, 1996 (File No. 333-02121), October 1, 1998 (File No. 333-65179), July 28, 1999 (File No. 333-83905), March 14, 2000 (File No. 333-32398), July 31, 2001 (File No. 333-66348), January 30, 2003 (No. 333-102848), April 9, 2004 (File No. 333-114365), April 1, 2005 (File No. 333-123751), April 13, 2006 (File No. 333-133268) and May 7, 2007 (File No. 333-142683) are hereby incorporated by reference.

Item 8. Exhibits

| Exhibit | Description |
|---------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1 | Composite Certificate of Incorporation of the Company, as amended. (Incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-8 (File No. 333-114364) filed on April 9, 2004.) |
| 4.2 | By-laws of the Company. (Incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-8 (File No. 333-114364) filed on April 9, 2004, and Exhibit 3.1 to the Company's Form 8-K filed on December 11, 2007.) |
| 4.3 | Rights Agreement dated as of August 8, 2001 between Fair, Isaac and Company, Incorporated and Mellon Investor Services LLC, which includes as Exhibit B the form of Rights Certificate and as Exhibit C the Summary of Rights. (Incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form 8-A (File No. 001-11689) filed on August 10, 2001.) |
| 4.4 | Fair Isaac Corporation 1992 Long-term Incentive Plan, as amended effective December 3, 2006. (Incorporated by reference to Exhibit 10.39 to the Company's report on Form 10-K for the fiscal year ended September 30, 2007.) |
| 5 | Opinion of Faegre & Benson LLP. |
| 23.1 | Consent of Independent Registered Public Accounting Firm. |
| 23.2 | Consent of Faegre & Benson LLP. (Included in Exhibit 5.) |
| 24 | Powers of Attorney. |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota, on May 12, 2008.

FAIR ISAAC CORPORATION

By: /s/ Charles M. Osborne

Charles M. Osborne
Executive Vice President, Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Name and Signature | Title | Date |
|----------------------------------------------|------------------------------------------------------------------------------------|--------------|
| /s/ Mark N. Greene Mark N. Greene | Chief Executive Officer and Director (Principal Executive Officer) | May 12, 2008 |
| /s/ Charles M. Osborne Charles M. Osborne | Executive Vice President, Chief Financial Officer (Principal Financial Officer) | May 12, 2008 |
| /s/ Michael J. Pung Michael J. Pung | Vice President, Finance (Principal Accounting Officer) | May 12, 2008 |
| A. George Battle* | Director | May 12, 2008 |
| Tony J. Christianson* | Director | May 12, 2008 |
| Alex W. Hart* | Director | May 12, 2008 |
| Guy R. Henshaw* | Director | May 12, 2008 |
| James Kirsner* | Director | May 12, 2008 |
| William J. Lansing* | Director | May 12, 2008 |
| Margaret L. Taylor* | Director | May 12, 2008 |
| Nicholas F. Graziano* | Director | May 12, 2008 |
| Allan Z. Loren* | Director | May 12, 2008 |

* Charles M. Osborne, by signing his name hereto, does hereby sign this document on behalf of each of the above named directors

of the Registrant
pursuant to
powers of
attorney duly
executed by
each person.

By: /s/ Charles M. Osborne
Charles M. Osborne
Attorney-in-Fact

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| 24* | Powers of Attorney. |
| * Filed herewith | |