

FAIR ISAAC CORP
Form S-8
April 13, 2006

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As filed with the Securities and Exchange Commission on April 13, 2006

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)
Andrea M. Fike, Esq.
Vice President, General Counsel and Secretary
Fair Isaac Corporation

901 Marquette Avenue, Suite 3200
Minneapolis, Minnesota 55402-3232
(612) 758-5260

(Name, address and telephone number of agent for service)

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) | 2,553,431 shares | \$ 39.75 | \$ 101,498,882 | \$ 10,860.38 |

(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 April 6, 2006.

(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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Consent of Independent Registered Public Accounting Firm

Consent of Independent Registered Public Accounting Firm

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EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 2,553,431 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) and April 1, 2005 (File No. 333-123751) 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 Company's Registration Statement on Form S-8 (File No. 333-114364) filed on April 9, 2004.) |
| 4.2 | By-Laws of the Company, as of April 1, 2004. (Incorporated by reference to Exhibit 4.2 to Company's Registration Statement on Form S-8 (File No. 333-114364) filed on April 9, 2004.) |
| 4.3 | Rights Agreement dated as of August 9, 2001 between Fair, Isaac and Company, Incorporated and Mellon Investor Services LLC. (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 May 15, 2005. (Incorporated by reference to Exhibit 10.45 to the Company's report on Form 10-Q for the fiscal quarter ended June 30, 2005.) |
| 5 | Opinion of Faegre & Benson LLP. |
| 23.1 | Consent of Independent Registered Public Accounting Firm. |
| 23.2 | Consent of Independent Registered Public Accounting Firm. |
| 23.3 | Consent of Faegre & Benson LLP. (Included in Exhibit 5.) |

24 Powers of Attorney.

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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 April 13, 2006.

FAIR ISAAC CORPORATION

By: /s/ Thomas G. Grudnowski
 Thomas G. Grudnowski
 President and Chief Executive 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/ Thomas G. Grudnowski | | April 13, 2006 |
| Thomas G. Grudnowski | President, Chief Executive Officer and Director (Principal Executive Officer) | |
| /s/ Charles M. Osborne | | April 13, 2006 |
| Charles M. Osborne | Vice President and Chief Financial Officer (Principal Financial Officer) | |
| /s/ Michael J. Pung | | April 13, 2006 |
| Michael J. Pung | Vice President, Finance (Principal Accounting Officer) | |
| A. George Battle* | Director | April 13, 2006 |
| Andrew Cecere* | Director | April 13, 2006 |
| Tony J. Christianson* | Director | April 13, 2006 |
| Alex W. Hart* | Director | April 13, 2006 |
| Guy R. Henshaw* | Director | April 13, 2006 |
| William J. Lansing* | Director | April 13, 2006 |
| Margaret L. Taylor* | Director | April 13, 2006 |

* 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