



**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)	2,783,174 shares	\$33.72	\$93,848,627.28	\$11,046

(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 March 29, 2005.

(2) Prior to the occurrence of certain events, the Preferred Stock Purchase Rights will not be evidenced separately from the Common Stock.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 2,783,174 shares of the Common Stock 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), February 1, 2000 (File No. 333-95889), March 14, 2000 (File No. 333-32398), January 30, 2003 (No. 333-102848) and April 9, 2004 (File No. 333-114365) are hereby incorporated by reference. Without limiting the foregoing, we specifically incorporate by reference the Company's Current Report on Form 8-K filed with the Commission on February 25, 2005.

The consolidated financial statements, and related report of KPMG LLP, independent registered public accounting firm, included in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2004, have been superseded by the consolidated financial statements and related auditors' report included in the Company's Current Report on Form 8-K filed with the Commission on February 25, 2005, and, as a result, do not constitute part of this Registration Statement.

### Item 8. Exhibits

<u>Exhibit</u>	<u>Description</u>
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. (Incorporated by reference to Exhibit 10.38 to the Company's report on Form 10-K for the fiscal year ended September 30, 2003.)
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.

**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 April 1, 2005.

**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.

<u>Name and Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Thomas G. Grudnowski</u>	President, Chief Executive Officer and Director (Principal Executive Officer)	April 1, 2005
<u>Thomas G. Grudnowski</u> <u>/s/ Charles M. Osborne</u>	Vice President and Chief Financial Officer (Principal Financial Officer)	April 1, 2005
<u>Charles M. Osborne</u> <u>/s/ Michael J. Pung</u>	Vice President, Finance (Principal Accounting Officer)	April 1, 2005
<u>Michael J. Pung</u>	Director	April 1, 2005
<u>A. George Battle*</u>	Director	April 1, 2005
<u>Andrew Cecere*</u>	Director	April 1, 2005
<u>Tony J. Christianson*</u>	Director	April 1, 2005
<u>Alex W. Hart*</u>	Director	April 1, 2005
<u>Philip G. Heasley*</u>	Director	April 1, 2005
<u>Guy R. Henshaw*</u>	Director	April 1, 2005
<u>David S. P. Hopkins*</u>	Director	April 1, 2005
<u>Margaret L. Taylor*</u>	Director	April 1, 2005

\* 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

## EXHIBIT INDEX

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24*	Powers of Attorney.

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\* Filed herewith

**Faegre & Benson LLP**  
2200 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, MN 55402-3901  
(612) 766-7136

April 1, 2005

Fair Isaac Corporation  
901 Marquette Avenue  
Suite 3200  
Minneapolis, Minnesota 55402

Ladies and Gentlemen:

In connection with the Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the "Registration Statement"), relating to an aggregate offering of 2,783,174 shares of Common Stock, par value \$.01 per share (the "Shares"), of Fair Isaac Corporation, a Delaware corporation (the "Company"), to be issued by the Company pursuant to the Fair Isaac Corporation 1992 Long-Term Incentive Plan, we have examined such corporate records and other documents, including the Registration Statement, and have reviewed such matters of law as we have deemed relevant hereto, and, based upon such examination and review, it is our opinion that all necessary corporate action on the part of the Company has been taken to authorize the issuance and sale of the Shares and that, when issued and sold as contemplated in the Registration Statement, the Shares will be legally and validly issued, fully paid and nonassessable under the current laws of the State of Delaware.

We are admitted to the practice of law in the State of Minnesota and the foregoing opinions are limited to the laws of that state and the federal laws of the United States of America.

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

FAEGRE & BENSON LLP

By: /s/ W. Morgan Burns  
W. Morgan Burns

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors  
Fair Isaac Corporation:

We consent to the use of our report dated November 10, 2004, except as to note 14 and the fourth paragraph of note 23, which are as of February 24, 2005, with respect to the consolidated balance sheets of Fair Isaac Corporation and subsidiaries as of September 30, 2004 and 2003, and the related consolidated statements of income, stockholders' equity and comprehensive income and cash flows for each of the years in the three-year period ended September 30, 2004, incorporated herein by reference. Our report refers to changes in the Company's presentation of diluted earnings per share for fiscal 2004 and 2003 and changes in the Company's method of accounting for goodwill in fiscal 2003.

/s/ KPMG LLP

San Diego, California  
April 1, 2005

**FAIR ISAAC CORPORATION**

**Power of Attorney  
of Director and/or Officer**

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned director and/or officer of FAIR ISAAC CORPORATION, a Delaware corporation (“Company”), does hereby make, constitute and appoint CHARLES M. OSBORNE and ANDREA M. FIKE, and each or any one of them, the undersigned’s attorney-in-fact, with full power of substitution, for the undersigned in any and all capacities to sign and affix the undersigned’s name as such director and/or officer of said Company to a Registration Statement or Registration Statements, on Form S-8 or other applicable form, and all amendments, including post-effective amendments, thereto regarding the Company’s 1992 Long-Term Incentive Plan (As Amended and Restated Effective August 26, 2003), and The Fair Isaac Supplemental Retirement and Savings Plan (As Amended and Restated Effective December 1, 2004), to be filed by said Company with the Securities and Exchange Commission, Washington, D.C., in connection with the registration under the Securities Act of 1933, as amended, of shares of stock and deferred compensation obligations of said Company and to file the same, with all exhibits thereto and other supporting documents, with said Commission, granting unto the attorney-in-fact, full power and authority to do and perform any and all acts necessary or incidental to the performance and execution of the powers herein expressly granted.

IN WITNESS WHEREOF, the undersigned has hereunto set the undersigned’s hand this 19th day of January, 2005.

/s/ Thomas G. Grudnowski  
Thomas G. Grudnowski

/s/ Tony J. Christianson  
Tony J. Christianson

/s/ Charles M. Osborne  
Charles M. Osborne

/s/ Alex W. Hart  
Alex W. Hart

/s/ Michael J. Pung  
Michael J. Pung

/s/ Philip G. Heasley  
Philip G. Heasley

/s/ A. George Battle  
A. George Battle

/s/ Guy R. Henshaw  
Guy R. Henshaw

/s/ Andrew Cecere  
Andrew Cecere

/s/ David S.P. Hopkins  
David S.P. Hopkins

/s/ Margaret L. Taylor  
Margaret L. Taylor