

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-8

REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

FAIR, ISAAC AND COMPANY, INCORPORATED
(Exact name of registrant as specified in its charter)

Delaware
(State of other jurisdiction of
incorporation or organization)

94-1499887
(I.R.S. Employer
Identification No.)

200 Smith Ranch Road
San Rafael, California
(Address of Principal Executive Offices)

94903
(Zip Code)

FAIR, ISAAC AND COMPANY, INCORPORATED
1992 LONG-TERM INCENTIVE PLAN

(Full title of the plan)

HENK J. EVENHUIS
Vice President, Finance
and Chief Financial Officer
FAIR, ISAAC AND COMPANY,
INCORPORATED
200 Smith Ranch Road
San Rafael, CA 94903
(415) 472-2211

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

Copy to:

BLAIR W. WHITE, ESQ.
Pillsbury Winthrop LLP
Post Office Box 7880
San Francisco, CA 94120-7880

(415) 983-1000

CALCULATION OF REGISTRATION FEE

| Title of Securities To Be Registered | Amount To Be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--------------------------------------|-------------------------|---|---|----------------------------|
| Common Stock | 581,562 shares | \$ 63.93 (1) | \$37,179,258.66 (1) | \$ 9,294.81 |

(1) Estimated pursuant to Rule 457 solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices as reported on the New York Stock Exchange on July 26, 2001.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

PART II - INFORMATION REQUIRED PURSUANT TO
GENERAL INSTRUCTION E TO FORM S-8

General Instruction E Information

This Registration Statement is being filed for the purpose of increasing the number of shares of the Registrant's Common Stock for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

The Registrant's Registration Statements on Form S-8 filed with the Securities and Exchange Commission on May 27, 1993 (No. 33-63426), April 1, 1996 (No. 333-02121), October 1, 1998 (No. 333-65179), July 28, 1999 (No. 333-83905) and February 1, 2000 (No. 333-95889) are hereby incorporated by reference.

Incorporation of Documents by Reference

The following documents filed by Registrant with the Securities and Exchange Commission are incorporated by reference in this Registration Statement:

(1) The Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2000.

(2) The information with regard to the Registrant's common stock contained in the Registrant's Registration Statement on Form 8-A (Commission File No. 0-16439) filed with the Commission pursuant to Section 12 of the Securities and

Exchange Act of 1934, including any subsequent amendment or report filed for the purpose of updating such information.

(3) The Company's Quarterly Report on Form 10-Q for the fiscal quarters ended December 31, 2000 and March 31, 2001 filed pursuant to Section 13 of the Exchange Act.

(4) The Company's Current Report on Form 8-K filed with the Commission on June 1, 2001.

(5) All other reports filed by the Registrant since September 30, 2000 with the Commission pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934.

In addition, all documents subsequently filed by Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Item 8. Exhibits

| Exhibit Number ----- | Exhibit ----- |
|----------------------------|--|
| 5.1 | Opinion of Pillsbury Winthrop LLP as to the legality of the securities being registered. |
| 23.1 | Consent of Pillsbury Winthrop LLP (included in Exhibit 5.1). |
| 23.2 | Consent of KPMG LLP. |
| 24.1 | Power of Attorney (see page 3). |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the 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 San Rafael, State of California, on July __, 2001.

FAIR, ISAAC AND COMPANY, INCORPORATED

By /s/ HENK J. EVENHUIS

Henk J. Evenhuis
Vice President and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints HENK J. EVENHUIS his true and lawful attorney-in-fact, with full power of substitution, for him, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated:

| Signature ----- | Title ----- | Date ---- |
|---|--|---------------|
| /s/ THOMAS G. GRUDNOWSKI ----- Thomas G. Grudnowski | President, Chief Executive Officer (Principal Executive Officer) and Director | July 31, 2001 |
| /s/ HENK J. EVENHUIS ----- Henk J. Evenhuis | Vice President and Chief Financial Officer (Principal Financial Officer) | July 31, 2001 |
| /s/ JONATHAN R. BOND ----- Jonathan R. Bond | Vice President of Finance, Corporate Controller (Principal Accounting Officer) | July 31, 2001 |
| /s/ A. GEORGE BATTLE ----- A. George Battle | Director | July 31, 2001 |
| /s/ TONY J. CHRISTIANSON ----- Tony J. Christianson | Director | July 31, 2001 |
| /s/ MARGARET L. TAYLOR ----- Margaret L. Taylor | Director | July 31, 2001 |

/s/ GUY R. HENSHAW

Director

July 31, 2001

Guy R. Henshaw

/s/ DAVID S.P. HOPKINS

Director

July 31, 2001

David S.P. Hopkins

/s/ ROBERT M. OLIVER

Director

July 31, 2001

Robert M. Oliver

INDEX TO EXHIBITS

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July 31, 2001

Fair, Isaac and Company, Incorporated
200 Smith Ranch Road
San Rafael, CA 94903

Re: Registration Statement on Form S-8 for the Fair, Isaac and Company,
Incorporated 1992 Long-Term Incentive Plan

Ladies and Gentlemen:

With reference to the Registration Statement on Form S-8 to be filed by Fair, Isaac and Company, Incorporated, a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933 relating to 581,562 additional shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), issuable pursuant to the Company's 1992 Long-Term Incentive Plan (the "Plan"), it is our opinion that such shares of the Common Stock of the Company, when issued and sold in accordance with the Plan, will be legally issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as Exhibit 5.1 and Exhibit 23.1 to the Registration Statement.

Very truly yours,

/s/ PILLSBURY WINTHROP LLP

Consent of KPMG LLP

The Board of Directors
Fair, Isaac and Company, Incorporated:

We consent to incorporation by reference in this registration statement on Form S-8 of Fair, Isaac and Company, Incorporated of our reports dated October 27, 2000, relating to the consolidated balance sheets of Fair, Isaac and Company, Incorporated and subsidiaries as of September 30, 2000 and 1999, and the related consolidated statements of income and comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended September 30, 2000, and the related consolidated financial statement schedule, which reports appear in the September 30, 2000 annual report on Form 10-K of Fair, Isaac and Company, Incorporated.

/s/ KPMG LLP

San Francisco, California
July 30, 2001