

**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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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

<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 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.

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.

<u>Name and Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mark N. Greene</u> Mark N. Greene	Chief Executive Officer and Director (Principal Executive Officer)	May 12, 2008
<u>/s/ Charles M. Osborne</u> Charles M. Osborne	Executive Vice President, Chief Financial Officer (Principal Financial Officer)	May 12, 2008
<u>/s/ Michael J. Pung</u> 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

EXHIBIT INDEX

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23.2*	Consent of Faegre & Benson LLP. (Included in Exhibit 5.)
24*	Powers of Attorney.

* Filed herewith

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

May 12, 2008

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 2,042,554 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

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report related to the consolidated financial statements of Fair Isaac Corporation and subsidiaries ("the Company") (which report expresses an unqualified opinion and includes an explanatory paragraph relating to 123(R)) and the effectiveness of the Company's internal control over financial reporting dated November 28, 2007, appearing in the Annual Report on Form 10-K/A of the Company for the year ended September 30, 2007.

/s/ DELOITTE & TOUCHE LLP

Minneapolis, Minnesota

May 8, 2008

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 DR. MARK N. GREENE and CHARLES M. OSBORNE, 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 Effective December 3, 2006) 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 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 12th day of May, 2008.

/s/ Mark N. Greene

Mark N. Greene

/s/ Charles M. Osborne

Charles M. Osborne

/s/ Michael J. Pung

Michael J. Pung

/s/ A. George Battle

A. George Battle

/s/ Tony J. Christianson

Tony J. Christianson

/s/ Nicholas F. Graziano

Nicholas F. Graziano

/s/ Alex W. Hart

Alex W. Hart

/s/ Guy R. Henshaw

Guy R. Henshaw

/s/ James Kirsner

James Kirsner

/s/ William J. Lansing

William J. Lansing

/s/ Margaret L. Taylor

Margaret L. Taylor

/s/ Allan Z. Loren

Allan Z. Loren