

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q/A

Amendment No. 1

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2023

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 1-11689

Fair Isaac Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

5 West Mendenhall, Suite 105

Bozeman, Montana

(Address of principal executive offices)

94-1499887

(I.R.S. Employer
Identification No.)

59715

(Zip Code)

Registrant's telephone number, including area code: 406-982-7276

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 par value per share	FICO	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The number of shares of common stock outstanding on July 21, 2023 was 24,857,214 (excluding 63,999,569 shares held by us as treasury stock).

EXPLANATORY NOTE

Fair Isaac Corporation (the “Company”) is filing this Amendment No. 1 on Form 10-Q/A (this “Amendment”) to its Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2023, which was originally filed with the Securities and Exchange Commission on August 2, 2023 (“Original Filing”), solely to include inline eXtensible Business Reporting Language (“iXBRL”) data tagging that was inadvertently omitted from the disclosure included in the Original Filing under Part II, “Item 5. Other Information”. This Amendment also includes new Exhibit 31 certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, but since this Amendment does not contain or amend any financial statements or any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of such certifications have been omitted.

Except for the items specifically noted above, this Amendment does not modify or update any disclosures in the Original Filing. Accordingly, this Amendment does not reflect events occurring after the filing of the Original Filing or modify or update any disclosures, other than those identified above.

PART II – OTHER INFORMATION

Item 5. *Other Information*

Trading Arrangements

On May 26, 2023, Eva Manolis, a member of our Board of Directors, entered into a pre-arranged trading plan that is intended to satisfy the affirmative defense of Rule 10b5-1(c) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). This plan provides for the exercise of vested stock options representing, and the associated sale of, up to 7,692 shares of our common stock in the aggregate, and terminates on the earlier of the close of market on May 24, 2024 or the date all shares are sold thereunder.

On June 2, 2023, James Wehmann, our Executive Vice President, Scores, entered into a pre-arranged trading plan that is intended to satisfy the affirmative defense of Rule 10b5-1(c) of the Exchange Act. This plan provides for the sale of up to 8,508 shares of our common stock in the aggregate, and terminates on the earlier of the close of market on May 31, 2024 or the date all shares are sold thereunder.

Item 6. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1	<u>Composite Restated Certificate of Incorporation of Fair Isaac Corporation. (Incorporated by reference to Exhibit 3.2 to the Company's Form 10-Q for the quarter ended December 31, 2009).</u>
3.2	<u>By-laws of Fair Isaac Corporation. (Incorporated by reference to Exhibit 3.1 to the Company's Form 10-Q for the quarter ended December 31, 2009).</u>
10.1	<u>Letter Agreement, effective as of May 15, 2023, by and between Fair Isaac Corporation and Steven P. Weber (Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on May 15, 2023).</u>
10.2	<u>Market Share Unit Agreement, dated as of June 5, 2023, by and between Fair Isaac Corporation and William J. Lansing (Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on June 7, 2023).</u>
10.3	<u>Non-Statutory Stock Option Agreement, dated as of June 5, 2023, by and between Fair Isaac Corporation and William J. Lansing (Incorporated by reference to Exhibit 10.2 to the Company's Form 8-K filed on June 7, 2023).</u>
10.4	<u>Form of Executive Restricted Stock Unit Award Agreement (U.S.) under the 2021 Long-Term Incentive Plan (for Executive Vice Presidents and above) (Incorporated by reference to Exhibit 10.4 to the Company's Form 10-Q for the quarter ended June 30, 2023).</u>
10.5	<u>Form of Executive Non-Statutory Stock Option Agreement (U.S.) under the 2021 Long-Term Incentive Plan (for Executive Vice Presidents and above) (Incorporated by reference to Exhibit 10.5 to the Company's Form 10-Q for the quarter ended June 30, 2023).</u>
10.6	<u>Form of Executive Performance Share Unit Agreement under the 2021 Long-Term Incentive Plan (for Executive Vice Presidents and above) (Incorporated by reference to Exhibit 10.6 to the Company's Form 10-Q for the quarter ended June 30, 2023).</u>
10.7	<u>Form of Market Share Unit Agreement under the 2021 Long-Term Incentive Plan (for Executive Vice Presidents and above) (Incorporated by reference to Exhibit 10.7 to the Company's Form 10-Q for the quarter ended June 30, 2023).</u>
31.1*	<u>Rule 13a-14(a)/15d-14(a) Certifications of CEO for this Amendment.</u>
31.2*	<u>Rule 13a-14(a)/15d-14(a) Certifications of CFO for this Amendment.</u>
32.1	<u>Section 1350 Certification of CEO (Incorporated by reference to Exhibit 32.1 to the Company's Form 10-Q for the quarter ended June 30, 2023).</u>
32.2	<u>Section 1350 Certification of CFO (Incorporated by reference to Exhibit 32.2 to the Company's Form 10-Q for the quarter ended June 30, 2023).</u>
101 *	Inline XBRL for the information under Part II, Item 5, "Other Information" of this report.
104 *	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FAIR ISAAC CORPORATION

DATE: September 15, 2023

By _____
/s/ STEVEN P. WEBER
Steven P. Weber
Executive Vice President and Chief Financial Officer
(for Registrant as duly authorized officer and
as Principal Financial Officer)

DATE: September 15, 2023

By _____
/s/ MICHAEL S. LEONARD
Michael S. Leonard
Vice President and Chief Accounting Officer
(Principal Accounting Officer)

CERTIFICATIONS

I, William J. Lansing, certify that:

1. I have reviewed this Amendment No. 1 to quarterly report on Form 10-Q/A of Fair Isaac Corporation; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: September [__], 2023

/s/ WILLIAM J. LANSING

William J. Lansing

Chief Executive Officer

CERTIFICATIONS

I, Steven P. Weber, certify that:

1. I have reviewed this Amendment No. 1 to quarterly report on Form 10-Q/A of Fair Isaac Corporation; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: September [], 2023

/s/ STEVEN P. WEBER

Steven P. Weber

Executive Vice President and Chief Financial Officer