
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D. C. 20549

**Post-Effective Amendment No. 1 to
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 or Other Jurisdiction of
Incorporation or Organization)

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

181 Metro Drive, Suite 700
San Jose, California
(Address of Principal Executive Offices)

95110
(Zip Code)

FAIR, ISAAC AND COMPANY, INCORPORATED
1999 EMPLOYEE STOCK PURCHASE PLAN
(Full Title of the Plan)

Mark R. Scadina
Executive Vice President, General Counsel and Secretary
Fair Isaac Corporation
181 Metro Drive, Suite 700
San Jose, California 95110
(408) 535-1500
(Name, Address and Telephone Number of Agent for Service)

Copy to:

W. Morgan Burns
Faegre Baker Daniels LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, Minnesota 55402 -3901
(612) 766-7000

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

Accelerated Filer

Non-accelerated Filer

Smaller Reporting Company

Emerging Growth Company

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Fair Isaac Corporation (the “Company” or the “Registrant”) is filing this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (the “Post-Effective Amendment”) to deregister certain securities originally registered by the Company pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission on February 1, 2000 (Registration Statement No. 333-95889 and referred to herein as the “Original Registration Statement”), which registered 1,500,000 shares of the Company’s Common Stock for issuance thereunder pursuant to the Company’s 1999 Employee Stock Purchase Plan (the “1999 Plan”).

The Company has since adopted a new employee stock purchase plan, the Fair Isaac Corporation 2019 Employee Stock Purchase Plan (the “2019 Plan”), which was approved by the Company’s stockholders on February 28, 2019. No future awards will be made under the 1999 Plan. This Post-Effective Amendment is being filed solely to deregister the 2,707,966 unissued shares of Common Stock (as adjusted for stock splits) registered under the Original Registration Statement. Contemporaneously with the filing of this Post-Effective Amendment, the Company is filing a new Registration Statement on Form S-8 to register the shares of Common Stock now available for offer or sale pursuant to the 2019 Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

24 [Powers of Attorney.](#)

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 Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of San Jose, State of California on the 4th day of March, 2019.

FAIR ISAAC CORPORATION

By: /s/ Mark R. Scadina
Mark R. Scadina
Executive Vice President, General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 has been signed below on March 4, 2019 by the following persons in the capacities indicated, including a majority of the Registrant’s directors:

<u>Name</u>	<u>Title</u>
<u>/s/ William J. Lansing</u> William J. Lansing <i>Principal Executive Officer</i>	Chief Executive Officer and Director
<u>/s/ Michael J. Pung</u> Michael J. Pung <i>Principal Financial Officer</i>	Executive Vice President and Chief Financial Officer
<u>/s/ Michael S. Leonard</u> Michael S. Leonard <i>Principal Accounting Officer</i>	Vice President and Chief Accounting Officer
<u>*</u> Braden R. Kelly	Director
<u>*</u> A. George Battle	Director
<u>*</u> James D. Kirsner	Director
<u>*</u> Eva Manolis	Director
<u>*</u> Marc F. McMorris	Director
<u>*</u> Joanna Rees	Director
<u>*</u> David A. Rey	Director

*By: /s/ Mark R. Scadina
Mark R. Scadina
Attorney-in-Fact

FAIR ISAAC CORPORATION

Power of Attorney of Director

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of Fair Isaac Corporation, a Delaware corporation, does hereby constitute and appoint Mark R. Scadina and Carrie H. Darling, and each or either one of them, the undersigned's true and lawful attorneys-in-fact, with power of substitution, for the undersigned and in the undersigned's name, place and stead, to sign and affix the undersigned's name as such director of said Company to a Registration Statement or Registration Statements, on Form S-8 or other applicable form, and all amendments thereto, to be filed by said Company with the Securities and Exchange Commission, Washington, D.C., in connection with the deregistration under the Securities Act of 1933, as amended, of unissued common stock pursuant to the Fair Isaac Corporation 1999 Employee Stock Purchase Plan and to file the same, with all exhibits thereto and other supporting documents, with said Commission, granting unto said attorneys-in-fact, and each of them, 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 28th day of February, 2019.

/s/ Braden R. Kelly

Braden R. Kelly

FAIR ISAAC CORPORATION

Power of Attorney of Director

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of Fair Isaac Corporation, a Delaware corporation, does hereby constitute and appoint Mark R. Scadina and Carrie H. Darling, and each or either one of them, the undersigned's true and lawful attorneys-in-fact, with power of substitution, for the undersigned and in the undersigned's name, place and stead, to sign and affix the undersigned's name as such director of said Company to a Registration Statement or Registration Statements, on Form S-8 or other applicable form, and all amendments thereto, to be filed by said Company with the Securities and Exchange Commission, Washington, D.C., in connection with the deregistration under the Securities Act of 1933, as amended, of unissued common stock pursuant to the Fair Isaac Corporation 1999 Employee Stock Purchase Plan and to file the same, with all exhibits thereto and other supporting documents, with said Commission, granting unto said attorneys-in-fact, and each of them, 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 28th day of February, 2019.

/s/ A. George Battle

A. George Battle

FAIR ISAAC CORPORATION

Power of Attorney of Director

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of Fair Isaac Corporation, a Delaware corporation, does hereby constitute and appoint Mark R. Scadina and Carrie H. Darling, and each or either one of them, the undersigned's true and lawful attorneys-in-fact, with power of substitution, for the undersigned and in the undersigned's name, place and stead, to sign and affix the undersigned's name as such director of said Company to a Registration Statement or Registration Statements, on Form S-8 or other applicable form, and all amendments thereto, to be filed by said Company with the Securities and Exchange Commission, Washington, D.C., in connection with the deregistration under the Securities Act of 1933, as amended, of unissued common stock pursuant to the Fair Isaac Corporation 1999 Employee Stock Purchase Plan and to file the same, with all exhibits thereto and other supporting documents, with said Commission, granting unto said attorneys-in-fact, and each of them, 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 28th day of February, 2019.

/s/ James D. Kirsner

James D. Kirsner

FAIR ISAAC CORPORATION

Power of Attorney of Director

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of Fair Isaac Corporation, a Delaware corporation, does hereby constitute and appoint Mark R. Scadina and Carrie H. Darling, and each or either one of them, the undersigned's true and lawful attorneys-in-fact, with power of substitution, for the undersigned and in the undersigned's name, place and stead, to sign and affix the undersigned's name as such director of said Company to a Registration Statement or Registration Statements, on Form S-8 or other applicable form, and all amendments thereto, to be filed by said Company with the Securities and Exchange Commission, Washington, D.C., in connection with the deregistration under the Securities Act of 1933, as amended, of unissued common stock pursuant to the Fair Isaac Corporation 1999 Employee Stock Purchase Plan and to file the same, with all exhibits thereto and other supporting documents, with said Commission, granting unto said attorneys-in-fact, and each of them, 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 28th day of February, 2019.

/s/ Eva Manolis
Eva Manolis

FAIR ISAAC CORPORATION

Power of Attorney of Director

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of Fair Isaac Corporation, a Delaware corporation, does hereby constitute and appoint Mark R. Scadina and Carrie H. Darling, and each or either one of them, the undersigned's true and lawful attorneys-in-fact, with power of substitution, for the undersigned and in the undersigned's name, place and stead, to sign and affix the undersigned's name as such director of said Company to a Registration Statement or Registration Statements, on Form S-8 or other applicable form, and all amendments thereto, to be filed by said Company with the Securities and Exchange Commission, Washington, D.C., in connection with the deregistration under the Securities Act of 1933, as amended, of unissued common stock pursuant to the Fair Isaac Corporation 1999 Employee Stock Purchase Plan and to file the same, with all exhibits thereto and other supporting documents, with said Commission, granting unto said attorneys-in-fact, and each of them, 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 28th day of February, 2019.

/s/ Marc F. McMorris

Marc F. McMorris

FAIR ISAAC CORPORATION

Power of Attorney of Director

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of Fair Isaac Corporation, a Delaware corporation, does hereby constitute and appoint Mark R. Scadina and Carrie H. Darling, and each or either one of them, the undersigned's true and lawful attorneys-in-fact, with power of substitution, for the undersigned and in the undersigned's name, place and stead, to sign and affix the undersigned's name as such director of said Company to a Registration Statement or Registration Statements, on Form S-8 or other applicable form, and all amendments thereto, to be filed by said Company with the Securities and Exchange Commission, Washington, D.C., in connection with the deregistration under the Securities Act of 1933, as amended, of unissued common stock pursuant to the Fair Isaac Corporation 1999 Employee Stock Purchase Plan and to file the same, with all exhibits thereto and other supporting documents, with said Commission, granting unto said attorneys-in-fact, and each of them, 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 28th day of February, 2019.

/s/ Joanna Rees

Joanna Rees

FAIR ISAAC CORPORATION

Power of Attorney of Director

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of Fair Isaac Corporation, a Delaware corporation, does hereby constitute and appoint Mark R. Scadina and Carrie H. Darling, and each or either one of them, the undersigned's true and lawful attorneys-in-fact, with power of substitution, for the undersigned and in the undersigned's name, place and stead, to sign and affix the undersigned's name as such director of said Company to a Registration Statement or Registration Statements, on Form S-8 or other applicable form, and all amendments thereto, to be filed by said Company with the Securities and Exchange Commission, Washington, D.C., in connection with the deregistration under the Securities Act of 1933, as amended, of unissued common stock pursuant to the Fair Isaac Corporation 1999 Employee Stock Purchase Plan and to file the same, with all exhibits thereto and other supporting documents, with said Commission, granting unto said attorneys-in-fact, and each of them, 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 28th day of February, 2019.

/s/ David A. Rey

David A. Rey