

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3

REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

FAIR, ISAAC AND COMPANY, INCORPORATED  
(Exact name of registrant as specified in its charter)  
Delaware 94-1499887  
(State or other jurisdiction of (I.R.S. Employer Identification No.)  
incorporation or organization)

120 North Redwood Drive  
San Rafael, California 94903  
(415) 472-2211  
(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

PETER L. McCORKELL  
Senior Vice President and General Counsel  
Fair, Isaac and Company, Incorporated  
120 North Redwood Drive  
San Rafael, California 94903  
(415) 472-2211  
(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

Copies to:

DAVID R. LAMARRE  
Pillsbury Madison & Sutro LLP  
P.O. Box 7880  
San Francisco, California 94120

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If the only securities being registered on this Form are being offered  
pursuant to dividend or interest reinvestment plans, please check the following  
box.

If any of the securities being registered on this Form are to be offered on  
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933, other than securities offered only in connection with dividend or interest  
reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering  
pursuant to Rule 462(b) under the Securities Act, please check the following box  
and list the Securities Act registration statement number of the earlier  
effective registration statement for the same offering.  
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If this Form is a post-effective amendment filed pursuant to Rule 462(c)  
under the Securities Act, check the following box and list the Securities Act  
registration statement number of the earlier effective registration statement  
for the same offering.  \_\_\_\_\_

If delivery of the prospectus is expected to be made pursuant to Rule 434,  
please check the following box.

Pursuant to the undertaking of the undersigned registrant contained in the Registration Statement on Form S-3 (Registration No. 333-42473) filed on December 17, 1997, the undersigned registrant hereby removes and withdraws from registration 39,000 shares of Common Stock, par value \$0.01 per share, registered under this Registration Statement. Such shares constitute all of the unsold shares of Common Stock registered hereunder for the account of certain stockholders of the registrant.

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-3 and has duly caused this Post-Effective Amendment No. 1 to its Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Rafael, State of California, on February 18, 1998.

FAIR, ISAAC AND COMPANY,  
INCORPORATED

By: /s/ Peter L. McCorkell

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Name: Peter L. McCorkell

Title: Senior Vice President and General Counsel