



**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)

Charles M. Osborne  
Vice President, Chief Financial Officer  
Fair Isaac Corporation  
901 Marquette Avenue, Suite 3200  
Minneapolis, Minnesota 55402-3232  
(Name and address of agent for service)

**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)	2,374,770 shares	\$35.87	\$85,171,126	\$2,615

- (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 1, 2007.
- (2) Prior to the occurrence of certain events, the Preferred Stock Purchase Rights will not be evidenced separately from the Common Stock.

## **TABLE OF CONTENTS**

[EXPLANATORY NOTE](#)

[Item 8. Exhibits](#)

[SIGNATURES](#)

[EXHIBIT INDEX](#)

[Opinion of Faegre & Benson LLP](#)

[Consent of Independent Registered Public Accounting Firm](#)

[Consent of Independent Registered Public Accounting Firm](#)

[Powers of Attorney](#)

---

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 2,374,770 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 (File No. 333-102848), April 9, 2004 (File No. 333-114365), April 1, 2005 (File No. 333-123751) and April 13, 2006 (File No. 333-133268) are hereby incorporated by reference.

**Item 8. Exhibits**

Exhibit	Description
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 3.2 to the Company’s report on Form 8-K filed on March 1, 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 May 15, 2005. (Incorporated by reference to Exhibit 10.3 to the Company’s report on Form 10-Q for the fiscal quarter ended June 30, 2005.)
5	Opinion of Faegre & Benson LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Independent Registered Public Accounting Firm.
23.3	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 7, 2007.

FAIR ISAAC CORPORATION

By: /s/ Charles M. Osborne  
Charles M. Osborne  
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>	Chief Executive Officer and Director	May 7, 2007
<u>Mark N. Greene</u>	(Principal Executive Officer)	
<u>/s/ Charles M. Osborne</u>	Vice President, Chief Financial Officer	May 7, 2007
<u>Charles M. Osborne</u>	(Principal Financial Officer)	
<u>/s/ Michael J. Pung</u>	Vice President, Finance	May 7, 2007
<u>Michael J. Pung</u>	(Principal Accounting Officer)	
<u>A. George Battle*</u>	Director	May 7, 2007
<u>Tony J. Christianson*</u>	Director	May 7, 2007
<u>Alex W. Hart*</u>	Director	May 7, 2007
<u>Guy R. Henshaw*</u>	Director	May 7, 2007
<u>James Kirsner*</u>	Director	May 7, 2007
<u>William J. Lansing*</u>	Director	May 7, 2007
<u>Margaret L. Taylor*</u>	Director	May 7, 2007

\* 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**

<b>Exhibit</b>	<b>Description</b>
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 3.2 to the Company's report on Form 8-K filed on March 1, 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 May 15, 2005. (Incorporated by reference to Exhibit 10.3 to the Company's report on Form 10-Q for the fiscal quarter ended June 30, 2005.)
5*	Opinion of Faegre & Benson LLP.
23.1*	Consent of Independent Registered Public Accounting Firm.
23.2*	Consent of Independent Registered Public Accounting Firm.
23.3*	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 7, 2007

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 2,374,770 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**

The Board of Directors

Fair Isaac Corporation:

We consent to the use of our report dated November 10, 2004, except as to the fifth paragraph of note 1, which is as of February 24, 2005, with respect to the consolidated statements of income, stockholders' equity and comprehensive income and cash flows for the year ended September 30, 2004, which report appears in the Annual Report on Form 10-K of Fair Isaac Corporation for the year ended September 30, 2006, incorporated herein by reference.

/s/ KPMG LLP

San Diego, California

May 7, 2007



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports related to the consolidated financial statements of Fair Isaac Corporation and subsidiaries and management's report on the effectiveness of internal control over financial reporting dated December 8, 2006, appearing in the Annual Report on Form 10-K of Fair Isaac Corporation and subsidiaries for the year ended September 30, 2006.

/s/ DELOITTE & TOUCHE LLP

Minneapolis, Minnesota

May 7, 2007

**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 May 15, 2005) 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 7th day of May, 2007.

/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/ 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