

**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)200 Smith Ranch Road
San Rafael, California 94903
(Address of principal executive offices)**FAIR ISAAC CORPORATION
1992 LONG-TERM INCENTIVE PLAN**
(Full title of the plan)Andrea M. Fike, Esq.
Vice President, General Counsel and Secretary
Fair Isaac Corporation
901 Marquette Avenue
Suite 3200
Minneapolis, Minnesota 55402
(612) 758-5260
(Name, address and telephone number 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)	3,473,830 shares	\$36.39	\$126,412,674	\$16,016.49

- (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 April 7, 2004.
- (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 3,473,130 shares of the Common Stock 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), February 1, 2000 (File No. 333-95889), March 14, 2000 (File No. 333-32398) and January 30, 2003 (No. 333-102848) 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 Company's Registration Statement on Form S-8 filed on April 9, 2004 regarding the Company's 2003 Employment Inducement Award Plan.)
4.2	By-Laws of the Company, as of April 1, 2004. (Incorporated by reference to Exhibit 4.2 to Company's Registration Statement on Form S-8 filed on April 9, 2004 regarding the Company's 2003 Employment Inducement Award Plan.)
4.3	Rights Agreement dated as of August 9, 2001 between Fair, Isaac and Company, Incorporated and Mellon Investor Services LLC. (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. (Incorporated by reference to Exhibit 10.38 to the Company's report on Form 10-K for the fiscal year ended September 30, 2003.)
5	Opinion of Faegre & Benson LLP.
23.1	Independent Auditors' Consent.
23.2	Consent of Faegre & Benson LLP. (Included in Exhibit 5.)
24	Powers of Attorney. (included on signature page hereto.)

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 April 9, 2004.

FAIR ISAAC CORPORATION

By: /s/ Thomas G. Grudnowski
Thomas G. Grudnowski
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints THOMAS G. GRUDNOWSKI his or her attorney-in-fact, with full power of substitution, for him or her in any and all capacities, to sign any amendments, including post-effective amendments, to this Registration Statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof. 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/ Thomas G. Grudnowski</u> Thomas G. Grudnowski	President Chief Executive Officer and Director* (Principal Executive Officer)	April 9, 2004
<u>/s/ Kenneth J. Saunders</u> Kenneth J. Saunders	Vice President and Chief Financial Officer (Principal Financial Officer)	April 9, 2004
<u>/s/ Russell C. Clark</u> Russell C. Clark	Vice President, Finance and Corporate Controller (Principal Accounting Officer)	April 9, 2004
<u>/s/ A. George Battle</u> A. George Battle	Director*	April 9, 2004
<u>/s/ Andrew Cecere</u> Andrew Cecere	Director*	April 9, 2004
<u>/s/ Tony J. Christianson</u> Tony J. Christianson	Director*	April 9, 2004
<u>/s/ Alex W. Hart</u> Alex W. Hart	Director*	April 9, 2004

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<u>Name and Signature</u>	<u>Title</u>	<u>Date</u>
<hr/> Philip G. Heasley	Director	
<hr/> /s/ Guy R. Henshaw	Director*	April 9, 2004
<hr/> Guy R. Henshaw		
<hr/> /s/ David P. Hopkins	Director*	April 9, 2004
<hr/> David S. P. Hopkins		
<hr/> /s/ Margaret L. Taylor	Director*	April 9, 2004
<hr/> Margaret L. Taylor		

* A majority of the Board of Directors

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*23.2	Consent of Faegre & Benson LLP. (Included in Exhibit 5.)
24	Powers of Attorney. (included on signature page hereto.)

* Filed herewith

FAEGRE & BENSON LLP

2200 Wells Fargo Center, 90 South Seventh Street
Minneapolis, Minnesota 55402-3901
TELEPHONE 612.766.7000
FACSIMILE 612.766.1600

April 9, 2004

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 3,473,130 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

Independent Auditors' Consent

The Board of Directors
Fair Isaac Corporation:

We consent to the use of our report dated October 31, 2003, with respect to the consolidated balance sheets of Fair Isaac Corporation and subsidiaries as of September 30, 2003 and 2002, and the related consolidated statements of income, stockholders' equity and comprehensive income (loss) and cash flows for each of the years in the three-year period ended September 30, 2003, incorporated herein by reference. Our report refers to the Company's change in accounting for goodwill effective October 1, 2002.

/s/ KPMG LLP

Costa Mesa, California
April 8, 2004