

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

---

**FORM 8-K**

---

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): September 7, 2012**

---

**FAIR ISAAC CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-11689**  
(Commission  
File Number)

**94-1499887**  
(IRS Employer  
Identification No.)

**901 Marquette Avenue, Suite 3200**  
**Minneapolis, Minnesota**  
(Address of principal executive offices)

**55402-3232**  
(Zip Code)

**(612) 758-5200**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 
-

**Item 2.01**      **Completion of Acquisition or Disposition of Assets.**

On August 16, 2012, Fair Isaac Corporation (“FICO”) and Fair Isaac Software Holdings Limited, a wholly owned subsidiary of FICO, (“FICO Holdings”) entered into an Equity Purchase Agreement with Adepra Limited (“Adepra”), an English limited liability company, the executing shareholders of Adepra and Shareholder Representative Services, LLC as representative to the executing shareholders. The parties completed the acquisition on September 7, 2012, and pursuant to the Equity Purchase Agreement, FICO Holdings acquired all the outstanding equity interests of Adepra for \$115 million in cash, subject to typical post-closing adjustments.

The foregoing summary of the Equity Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the Equity Purchase Agreement, which is attached as Exhibit 2.1 hereto and is incorporated herein by reference.

**Item 7.01**      **Regulation FD Disclosure.**

A copy of the Company’s press release announcing the completion of the transaction is attached to this report as Exhibit 99.1. The information contained in Exhibit 99.1 is being furnished pursuant to Item 7.01 of this Current Report on Form 8-K and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to liability under Section 18 of the Exchange Act. Furthermore, the information contained in Exhibit 99.1 shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933 or the Exchange Act.

**Item 9.01**      **Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
2.1	Equity Purchase Agreement, dated as of August 16, 2012, among Fair Isaac Software Holdings Limited, Adepra Limited, the Executing Shareholders of Adepra Limited, Shareholder Representative Services, LLC as Representative to the Executing Shareholders and Fair Isaac Corporation as Guarantor (excluding schedules and exhibits, which the Registrant agrees to furnish supplementally to the Securities and Exchange Commission upon request), incorporated by reference to Exhibit 2.1 to the Company’s Current Report on Form 8-K dated August 17, 2012, SEC File No. 001-11689
99.1	Press Release, dated September 10, 2012, issued by Fair Isaac Corporation

**SIGNATURE**

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

FAIR ISAAC CORPORATION

By /s/ Michael J. Pung

Michael J. Pung

Executive Vice President and Chief Financial Officer

Date: September 10, 2012

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
2.1	Equity Purchase Agreement, dated as of August 16, 2012, among Fair Isaac Software Holdings Limited, Adeptra Limited, the Executing Shareholders of Adeptra Limited, Shareholder Representative Services, LLC as Representative to the Executing Shareholders and Fair Isaac Corporation as Guarantor (excluding schedules and exhibits, which the Registrant agrees to furnish supplementally to the Securities and Exchange Commission upon request) incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K dated August 17, 2012, SEC File No. 001-11689
99.1	Press Release, dated September 10, 2012, issued by Fair Isaac Corporation



## Contacts:

**Media:**

Steve Aistle  
FICO  
+1-415-446-6204  
[stephenastle@fico.com](mailto:stephenastle@fico.com)

**Investors/Analysts:**

Steve Weber  
FICO  
+1 800-213-5542  
[investor@fico.com](mailto:investor@fico.com)

**FICO Completes Acquisition of Adeptra, Uniting Real-Time, Mobile  
Customer Engagement and Risk Intervention with Analytics-Driven  
Decision Management**

**MINNEAPOLIS — September 10, 2012** — FICO (NYSE:FICO), the leading provider of analytics and decision management technology, today announced it has completed its acquisition of Adeptra Ltd., a leader in cloud-based customer engagement and risk intervention solutions based in Reading, UK, and Norwalk, Connecticut.

FICO purchased Adeptra for an all-cash purchase price of approximately \$115 million. The acquisition is expected to be accretive on both a pro-forma and GAAP basis in FY13.

Adeptra's SaaS (software as a service) platform enables leading financial services institutions and other businesses to take advantage of the explosion in mobile communication in order to manage risk, fight fraud and dramatically improve the customer experience, all in real time. By using Adeptra's technology combined with FICO's decision management applications, businesses can move seamlessly from defining, changing and testing decisions to executing and resolving customer interactions while improving customer outcomes.

"Since we announced this acquisition, our clients have told us they are excited by the prospects of integrating our fraud, marketing, risk and collection applications with Adeptra's customer engagement and risk intervention solutions," said Will Lansing, FICO CEO. "We will now give companies the ability to assess, decide, act on and resolve customer issues, all within a single platform. This is a major enabler for our clients in connecting their growth and risk strategies with the demands of the mobile economy. I am proud to welcome the Adeptra management team and employees to FICO, where we will create new synergies between decision management and consumer mobility."

FICO has had a successful relationship with Adepra since 2002, and has been an Adepra reseller since 2007. Together, the two companies have helped global banks cut their fraud losses by integrating FICO® Falcon® Fraud Manager with Adepra solutions.

“This acquisition is excellent news for our team and our clients,” said Tony McGivern, CEO of Adepra. “Now, by bringing our two companies even closer together, we’re in a position to offer businesses unprecedented full-cycle decision management, strengthening the link between smarter decisions and better business results.”

“Mobility is among one of the key issues facing business leaders when it comes to customer-facing functionality,” said CEB TowerGroup senior research director Rodney Nelsestuen. “Companies that can optimize and effectively integrate customer engagement channels will have a distinct competitive advantage.”

Founded in 1996, Adepra provides solutions that allow businesses to communicate with customers in real time, using voice, SMS, mobile applications, email and other channels. By contacting customers instantly using their preferred channel, a business can immediately resolve important matters such as identifying whether a credit transaction is fraudulent, confirming a payment plan with a customer, and fixing customer service issues. Adepra then feeds this information back to the business’s host system in a closed-feedback loop that improves risk management and future communications success. The SaaS platform offers greater flexibility, faster implementation times and efficient design and deployment of multi-channel customer interactions, with Adepra’s high-performance and scalable software capable of handling thousands of such transactions per second.

Adepra serves clients in financial services, telecommunications, utilities and other industries, including more than half of the world’s top 50 banks. The company has offices and data centers around the globe.

For more information, visit [www.fico.com/adepra](http://www.fico.com/adepra).

## **About FICO**

FICO (NYSE:FICO) delivers superior predictive analytics solutions that drive smarter decisions. The company’s groundbreaking use of mathematics to predict consumer behavior has transformed entire industries and revolutionized the way risk is managed and products are marketed. FICO’s innovative solutions include the FICO® Score — the standard measure of consumer credit risk in the United States — along with industry-leading solutions for managing credit accounts, identifying and minimizing the impact of fraud, and customizing consumer offers with pinpoint accuracy. Most of the world’s top banks, as well as leading insurers, retailers, pharmaceutical companies and government agencies, rely on FICO solutions to accelerate growth, control risk, boost profits and meet regulatory and competitive demands. FICO also helps millions of individuals manage their personal credit health through [www.myFICO.com](http://www.myFICO.com). Learn more at [www.fico.com](http://www.fico.com). FICO: Make every decision count™.

For FICO news and media resources, visit [www.fico.com/news](http://www.fico.com/news).

### **Statement Concerning Forward-Looking Information**

Except for historical information contained herein, the statements contained in this news release that relate to FICO or its business are forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially, including the success of the Company’s Decision Management strategy and reengineering plan, the maintenance of its existing relationships and ability to create new relationships with customers and key alliance partners, its ability to continue to develop new and enhanced products and services, its ability to recruit and retain key technical and managerial personnel, competition, regulatory changes applicable to the use of consumer credit and other data, the failure to realize the anticipated benefits of any acquisitions, continuing material adverse developments in global economic conditions, and other risks described from time to time in FICO’s SEC reports, including its Annual Report on Form 10-K for the year ended September 30, 2011 and its last quarterly report on Form 10-Q for the period ended June 30, 2012. If any of these risks or uncertainties materializes, FICO’s results could differ materially from its expectations. FICO disclaims any intent or obligation to update these forward-looking statements.

FICO, Falcon and “Make every decision count” are trademarks or registered trademarks of Fair Isaac Corporation in the United States and in other countries.