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FAIR ISAAC CORP
Form SC 13D/A
December 09, 2008

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

Under the Securities Exchange Act of 1934
(Amendment No.3) *

Fair Isaac Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

303250104

(CUSIP Number)

Sandell Asset Management Corp.
40 West 57th Street
26th Floor
New York, NY 10019
Attention: Richard Gashler, General Counsel
212-603-5700

With a Copy to:
Marc Weingarten, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, NY 10019
212-756-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications)

December 4, 2008

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties

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to whom copies are to be sent.

(Continued on following pages)
(Page 1 of 9 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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| | | |
|--------------|--|--------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | Castlerigg Master Investments Ltd. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| | WC | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | British Virgin Islands | |
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 0 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED | | 2,874,000 |
| BY EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 0 |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | 2,874,000 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |

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2,874,000

| | |
|----|--|
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 5.9% |
| 14 | TYPE OF REPORTING PERSON CO |

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| | |
|--------------------------------|--|
| 1 | NAME OF REPORTING PERSON Sandell Asset Management Corp. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS AF |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands |
| NUMBER OF SHARES | 7 SOLE VOTING POWER 0 |
| BENEFICIALLY OWNED | 8 SHARED VOTING POWER 2,874,000 |
| BY EACH REPORTING PERSON | 9 SOLE DISPOSITIVE POWER 0 |
| WITH | 10 SHARED DISPOSITIVE POWER 2,874,000 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,874,000 |

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 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
 5.9%

 14 TYPE OF REPORTING PERSON
 CO

 CUSIP No. 303250104

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 1 NAME OF REPORTING PERSON
 Castlerigg International Limited

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

 3 SEC USE ONLY

 4 SOURCE OF FUNDS
 AF

 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 British Virgin Islands

 NUMBER OF 7 SOLE VOTING POWER
 SHARES 0

 BENEFICIALLY 8 SHARED VOTING POWER
 OWNED 2,874,000

 BY EACH 9 SOLE DISPOSITIVE POWER
 REPORTING 0

 PERSON 10 SHARED DISPOSITIVE POWER
 WITH 2,874,000

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,874,000

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
5.9%

14 TYPE OF REPORTING PERSON
CO

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1 NAME OF REPORTING PERSON
Castlerigg International Holdings Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands

| | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 0 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED | | 2,874,000 |
| BY EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 0 |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | 2,874,000 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,874,000

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

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SHARES

| | |
|----|--|
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 |
| | 5.9% |
| 14 | TYPE OF REPORTING PERSON |
| | CO |

CUSIP No. 303250104

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| | | |
|--------------|--|--------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | Thomas E. Sandell | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| | AF | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Sweden | |
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 0 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED | | 2,874,000 |
| BY EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 0 |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | 2,874,000 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | | 2,874,000 |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

5.9%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. 303250104

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The Schedule 13D filed on June 29, 2007, as amended by Amendment No. 1 filed on October 12, 2007 and Amendment No. 2 filed on December 7, 2007 (the "Schedule 13D") by the Reporting Persons (as defined below), relating to the common stock, par value \$0.01 per share (the "Common Stock"), of Fair Isaac Corporation, a Delaware corporation (the "Issuer"), is hereby amended as set forth below by this Amendment No. 3 to the Schedule 13D. Except as set forth herein, the Schedule 13D is unmodified.

ITEM 2. IDENTITY AND BACKGROUND

Paragraph (a) of Item 2 is hereby amended by deleting Castlerigg Global Select Fund, Limited, CGS, Ltd., and Castlerigg GS Holdings, Ltd. These entities are no longer reporting persons for purposes of this Schedule 13D as a result of the merger of CGS, Ltd. and Castlerigg Master Investments Ltd.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following paragraph prior to the final paragraph:

On December 4, 2008, the Reporting Persons and the Issuer entered into an amendment to the December 7 Agreement (the "Amended and Restated December 7 Agreement") pursuant to which, subject to certain conditions: (i) the Issuer will nominate Nick Graziano, Allan Loren, John S. McFarlane and an individual selected by the Issuer's board of directors who is reasonably acceptable to the Reporting Persons for election to the Issuer's board of directors at the Issuer's 2009 Annual Meeting of Shareholders; (ii) the Reporting Persons will vote the Common Stock owned by the Reporting Persons in favor of the above-named nominees and the other persons recommended by the Issuer's board of directors; (iii) the Reporting Persons (including, as used in this paragraph, their controlled affiliates) will limit their future acquisition of Common Stock; (iv) the Reporting Persons will not participate in any proxy contest in opposition to proposals or matters proposed, recommended or otherwise supported by the Issuer's board of directors, with limited exceptions relating to certain publicly-announced transactions involving the Issuer ("Material Transactions"); (v) the Reporting Persons will not seek to effect a merger or similar transaction involving the Issuer, with limited exception involving Material Transactions; (vi) the Reporting Persons will not form a "group" with unrelated parties; (vii) the Reporting Persons will not publicly disparage any member of the Issuer's board or management; and (viii) the Reporting Persons will not publicly seek or request permission to do any of the foregoing, seek to amend or waive any of the foregoing, or seek permission to make any public

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announcement with respect to the foregoing. The restrictions referred to in clauses (iii) through (viii) will be in effect until the expiration of the "standstill" period, defined as the period beginning with the execution of the Amended and Restated December 7 Agreement until the earlier of (a) a date that is eighty (80) days prior to the date of the Issuer's 2010 Annual Meeting of Stockholders (absent certain actions being taken by the Issuer's board in the interim, as described therein) and (b) a material breach by the Issuer of its obligations under the Amended and Restated December 7 Agreement. Additionally, under the Amended and Restated December 7 Agreement, the Reporting Persons have agreed during the "standstill" period to certain restrictions (with certain exceptions) on their ability to transfer their Common Stock. The foregoing description of the Amended and Restated December 7 Agreement is a summary only and is qualified in its entirety by reference to the Amended and Restated December 7 Agreement, which is attached hereto as Exhibit E.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Paragraphs (a) and (c) of Item 5 of the Schedule 13D are hereby amended and restated as follows:

(a) Each of Castlerigg Master Investments, SAMC, Castlerigg International, Castlerigg Holdings and Sandell may be deemed to beneficially own the 2,874,000 shares of Common Stock held by Castlerigg Master Investments, representing approximately 5.9% of the outstanding shares of Common Stock. The Reporting Persons may be deemed to be a "group," which "group" may be deemed to beneficially own an aggregate of 2,874,000 shares of Common Stock, representing approximately 5.9% of the outstanding shares of Common Stock. The percentages used herein are based upon the 48,477,989 shares of Common Stock reported to be outstanding as of October 31, 2008 by the Issuer in its annual report on Form 10-K for the period ended September 30, 2008, filed with the Securities and Exchange Commission on November 26, 2008.

(c) No transactions in the shares of Common Stock were effected by the Reporting Persons during the past sixty days.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Item 6 of the Schedule 13D is hereby amended by the addition of the following paragraph:

As discussed in Item 4 herein, the Reporting Persons and the Issuer entered into the Amended and Restated December 7 Agreement, involving the nomination of three individuals selected by the Reporting Persons and one individual selected by the Issuer and reasonably acceptable to the Reporting Persons to the Issuer's board of directors and providing for certain standstill undertakings by the Reporting Persons.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

The following documents are filed as appendices and exhibits:

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Appendix III: Information Regarding the Instruction C Persons

Exhibit A: Letter to Issuer's Chief Executive Officer dated June 29, 2007 (previously filed)

Exhibit B: Press release issued by Sandell Asset Management Corp. on June 29, 2007 (previously filed)

Exhibit C: Agreement by and among the Reporting Persons and the Issuer, dated as of December 7, 2007 (previously filed)

Exhibit D: Press Release dated December 10, 2007 (previously filed).

Exhibit E: Amended and Restated Agreement by and among the Reporting Persons and the Issuer, dated as of December 4, 2008.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 8, 2008

CASTLERIGG MASTER INVESTMENTS LTD.
By: Sandell Asset Management Corp.,
as investment manager

By: /s/ Thomas E. Sandell

Thomas E. Sandell, Chief Executive Officer

SANDELL ASSET MANAGEMENT CORP.

By: /s/ Thomas E. Sandell

Thomas E. Sandell, Chief Executive Officer

CASTLERIGG INTERNATIONAL LIMITED
By: Sandell Asset Management Corp.,
as investment manager

By: /s/ Thomas E. Sandell

Thomas E. Sandell, Chief Executive Officer

CASTLERIGG INTERNATIONAL HOLDINGS LIMITED
By: Sandell Asset Management Corp.,
as investment manager

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By: /s/ Thomas E. Sandell

Thomas E. Sandell, Chief Executive Officer

/s/ Thomas E. Sandell

Thomas E. Sandell

Appendix III Information Regarding the Instruction C Persons

Castlerigg Master Investments, SAMC, Castlerigg International and Castlerigg Holdings have no executive officers or directors other than as follows:

Sandell serves as an executive officer of SAMC.

Sandell Director Services LLC serves as a director of SAMC, Castlerigg Master Investments, Castlerigg International and Castlerigg Holdings.

Daniel Mignon serves as a director of Castlerigg Master Investments, Castlerigg International and Castlerigg Holdings.

Hilmi Unver serves as a director of Castlerigg Master Investments, Castlerigg International and Castlerigg Holdings.

Timothy O'Brien and Richard Gashler serve as executive officers of SAMC.

To the best of the Reporting Persons' knowledge, except as set forth in this statement on Schedule 13D, none of the Instruction C Persons during the last five years has been convicted in a criminal proceeding (excluding traffic violations or other similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. To the best of the Reporting Persons' knowledge, except as set forth in this statement on Schedule 13D, none of the Instruction C Persons owns any shares of Common Stock.

| Name | Principal Occupation | Address | Citizenship / Place of Organization |
|-------------------------------------|------------------------------------|---|-------------------------------------|
| Sandell | See Item 2 | See Item 2 | See Item 2 |
| Sandell Director Services LLC | Director Services | c/o Sandell Asset Management Corp., 40 West 57th Street, 26th floor New York, NY 10019 | Delaware |
| Mignon | Executive of an investment manager | Le Prince de Galles 10 Avenue de Grande-Bretagne MC-98000 Monte-Carlo MONACO | Belgium |
| Unver | Portfolio Manager | 98 Rue de Saint-Jean | Switzerland |

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case postale 5240
CH-1211 Geneve 11
Switzerland

| | | | |
|---------|---------------------------------------|---|---------------|
| O'Brien | Chief Financial Officer of SAMC | 40 West 57th Street, 26th Floor New York, New York 10019 | United States |
|---------|---------------------------------------|---|---------------|

| | | | |
|---------|----------------------------|---|---------------|
| Gashler | General Counsel of SAMC | 40 West 57th Street, 26th Floor New York, New York 10019 | United States |
|---------|----------------------------|---|---------------|