

Edgar Filing: FAIR ISAAC CORP - Form SC 13D/A

FAIR ISAAC CORP  
Form SC 13D/A  
September 18, 2009

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

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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.5) \*

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)

September 16, 2009

-----  
(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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SHARES

-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
 4.5%  
 -----  
 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)  (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  
 Cayman Islands  
 -----

-----  
 NUMBER OF 7 SOLE VOTING POWER  
 SHARES 0  
 -----

-----  
 BENEFICIALLY 8 SHARED VOTING POWER  
 OWNED 2,211,839  
 -----

-----  
 BY EACH 9 SOLE DISPOSITIVE POWER  
 REPORTING 0  
 -----

-----  
 PERSON 10 SHARED DISPOSITIVE POWER  
 2,211,839  
 WITH  
 -----

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 2,211,839  
 -----

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

-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
 -----

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4.5%

-----  
 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 2,211,839

BY EACH 9 SOLE DISPOSITIVE POWER

REPORTING 0

PERSON 10 SHARED DISPOSITIVE POWER  
 2,211,839

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 2,211,839

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

4.5%

14 TYPE OF REPORTING PERSON

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CO

CUSIP No. 303250104

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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) <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	
	British Virgin Islands	
NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED		2,211,839
BY EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		2,211,839
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		2,211,839
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	
		4.5%
14	TYPE OF REPORTING PERSON	
	CO	

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1 NAME OF REPORTING PERSON  
Thomas E. Sandell

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  
Sweden

NUMBER OF 7 SOLE VOTING POWER  
SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER  
OWNED 2,211,839

BY EACH 9 SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON 10 SHARED DISPOSITIVE POWER  
WITH 2,211,839

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,211,839

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
4.5%

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 15, 2007, Amendment No. 2 filed on December 11, 2007, Amendment No. 3 filed on December 8, 2008, and Amendment No. 4 filed on July 29, 2009 (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. 5 to the Schedule 13D. This Amendment No. 5 also constitutes an "exit filing" for the Reporting Persons, who do not intend to file any further amendments to the Schedule 13D. Except as set forth herein, the Schedule 13D is unmodified.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Paragraphs (a), (c) and (e) 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 2,211,839 shares of Common Stock held by Castlerigg Master Investments, representing approximately 4.5% 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 2,211,839 shares of Common Stock, representing approximately 4.5% of the outstanding shares of Common Stock. The percentages used herein are based upon the 48,855,019 shares of Common Stock reported to be outstanding as of July 31, 2009 by the Issuer in its report on Form 10-Q for the quarterly period ended June 30, 2009, filed with the Securities and Exchange Commission on August 6, 2009.

(c) Information concerning transactions in the shares of Common Stock effected by the Reporting Persons since the filing of Amendment No. 4 is set forth on Appendix I hereto and is incorporated herein by reference. Unless otherwise indicated, all of such transactions were effected in the open market.

(e) The Reporting Persons ceased to be the beneficial owners of more than 5% of the shares of Common Stock on September 16, 2009.

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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: September 18, 2009

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.

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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

By: /s/ Thomas E. Sandell  
-----  
Thomas E. Sandell, Chief Executive Officer

/s/ Thomas E. Sandell  
-----  
Thomas E. Sandell

APPENDIX I

TRANSACTIONS EFFECTED SINCE THE FILING OF THE  
MOST RECENT AMENDMENT TO THE SCHEDULE 13D

Castlerigg Master Investments

Date	Amount of shares purchased/(sold)	Price per share (net of commission)
09/11/09	(78,000)	\$22.23
09/14/09	(139,237)	22.01
09/15/09	(165,900)	21.95
09/16/09	(96,992)	22.06
9/17/09	(182,032)	22.16