

FAIR ISAAC CORP
Form S-8
May 07, 2007

Table of Contents

As filed with the Securities and Exchange Commission on May 7, 2007

Registration Number 333-

**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

Table of Contents

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. |

Table of Contents

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.

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

Table of Contents

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| 24* | Powers of Attorney. |

* Filed herewith