

FAIR ISAAC CORP  
Form S-8  
February 28, 2014

As filed with the Securities and Exchange Commission on February 28, 2014.

Registration No. 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 or Other Jurisdiction of**  
**Incorporation or Organization)**

**181 Metro Drive, Suite 700**

**San Jose, California**

**94-1499887**  
**(I.R.S. Employer**  
**Identification No.)**

**95110**

(Address of Principal Executive Offices)

(Zip Code)

**FAIR ISAAC CORPORATION**

**2012 LONG-TERM INCENTIVE PLAN**

(Full Title of the Plan)

**Mark R. Scadina**

**Executive Vice President, General Counsel and Secretary**

**Fair Isaac Corporation**

**181 Metro Drive, Suite 700**

**San Jose, California 95110**

(Name and Address of Agent for Service)

**Telephone number, including area code, of agent for service: 408-535-1500**

*Copies to:*

**W. Morgan Burns**

**Faegre Baker Daniels LLP**

**2200 Wells Fargo Center**

**90 South Seventh Street**

**Minneapolis, Minnesota 55402-3901**

**(612) 766-7000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act):

Large Accelerated Filer

Non-accelerated Filer

Accelerated Filer

Smaller Reporting Company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities</b>	<b>Amount To Be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed Maximum Offering Price (2)</b>	<b>Amount of Registration Fee (2)</b>
<b>To Be Registered</b> Common Stock, \$.01 par value	4,100,000	\$52.96	\$217,136,000	\$27,968

- (1) This registration statement also will cover any additional shares of Common Stock that become issuable under the 2012 Long-Term Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration that results in an increase in the number of outstanding shares of the Registrant's Common Stock.
- (2) Offering price estimated solely for the purpose of determining the registration fee pursuant to Rule 457(h) under the Securities Act of 1933 based on the average of the high and low sale prices per share of the Registrant's Common Stock as quoted on the New York Stock Exchange on February 26, 2014.

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 4,100,000 shares of the Registrant's Common Stock to be issued pursuant to the Fair Isaac Corporation 2012 Long-Term Incentive Plan (the Plan). In accordance with Section E of the General Instructions to Form S-8, the Registration Statement previously filed with the Securities and Exchange Commission relating to the Plan (File No. 333-179417) is incorporated by reference herein.

**PART II**

**INFORMATION REQUIRED IN THE  
REGISTRATION STATEMENT**

**Item 8. Exhibits.**

- 4.1 Composite Restated Certificate of Incorporation of Fair Isaac Corporation. (Incorporated by reference to Exhibit 3.2 to the Company's Form 10-Q filed on February 8, 2010.)
- 4.2 Bylaws of Fair Isaac Corporation. (Incorporated by reference to Exhibit 3.1 to the Company's Form 10-Q filed on February 8, 2010.)
- 5 Opinion of Faegre Baker Daniels LLP, counsel for the Registrant.
- 23.1 Consent of Faegre Baker Daniels LLP. (Contained in Exhibit 5 to this Registration Statement.)
- 23.2 Consent of Independent Registered Public Accounting Firm.
- 24 Powers of Attorney.
- 99 Fair Isaac Corporation 2012 Long-Term Incentive Plan, as amended as of February 11, 2014.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the 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 San Jose, State of California on the 28th day of February, 2014.

**FAIR ISAAC CORPORATION**

By */s/ Mark R. Scadina*

Mark R. Scadina

*Executive Vice President, General Counsel and Secretary*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below on February 28, 2014 by the following persons in the capacities indicated, including a majority of the Registrant's directors:

<b>Name</b>	<b>Title</b>
<i>/s/ William J. Lansing</i>	President, Chief Executive Officer and Director
William J. Lansing	
<i>Principal Executive Officer</i>	
<i>/s/ Michael J. Pung</i>	Executive Vice President and Chief Financial Officer
Michael J. Pung	
<i>Principal Financial Officer</i>	
<i>/s/ Michael S. Leonard</i>	Chief Accounting Officer Vice President
Michael S. Leonard	
<i>Principal Accounting Officer</i>	
*	Director
A. George Battle	
*	Director
Greg R. Gianforte	
*	Director
James D. Kirsner	
*	Director

Rahul N. Merchant

\*

Director

David A. Rey

\*

Director

Duane E. White

\*By: /s/ *Mark R. Scadina*

Mark R. Scadina

Attorney-in-Fact

**INDEX TO EXHIBITS**

<b>No.</b>	<b>Description</b>	<b>Manner of Filing</b>
4.1	Composite Certificate of Incorporation	Incorporated by Reference
4.2	Bylaws	Incorporated by Reference
5	Opinion of Faegre Baker Daniels LLP, counsel for the Registrant	Filed Electronically
23.1	Consent of Faegre Baker Daniels	Contained in Exhibit 5 to this Registration Statement
23.2	Consent of Independent Registered Public Accounting Firm.	Filed Electronically
24	Powers of Attorney	Filed Electronically
99	Fair Isaac Corporation 2012 Long-Term Incentive Plan, as amended as of February 11, 2014	Filed Electronically