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FAIR ISAAC CORP  
Form S-8 POS  
October 09, 2012

As filed with the Securities and Exchange Commission on October 9, 2012.

Registration No. 333-133268

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

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**FAIR ISAAC CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

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

**901 Marquette Avenue, Suite 3200**

**Minneapolis, Minnesota**  
(Address of Principal Executive Offices)

**55402**  
(Zip Code)

**FAIR ISAAC CORPORATION**  
**1992 LONG-TERM INCENTIVE PLAN**  
(Full Title of the Plan)

**Mark R. Scadina**  
**Executive Vice President, General Counsel and Secretary**

**Fair Isaac Corporation**  
**901 Marquette Avenue, Suite 3200**  
**Minneapolis, MN 55402**

(Name and Address of Agent for Service)

**Telephone number, including area code, of agent for service: 612-758-5200**

*Copies to:*

**W. Morgan Burns**  
**Faegre Baker Daniels LLP**  
**2200 Wells Fargo Center**  
**90 South Seventh Street**  
**Minneapolis, Minnesota 55402-3901**

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(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

**EXPLANATORY NOTE**

Fair Isaac Corporation (the Company) is filing this Post-Effective Amendment No. 1 to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission on April 13, 2006 (Registration Statement No. 333-133268) (the 2006 S-8) to deregister certain shares of its common stock, par value \$.01 per share (the Common Stock), registered thereunder pursuant to the Company's 1992 Long-term Incentive Plan (the Plan). The 2006 S-8 registered 2,553,431 shares of Common Stock under the Plan, which were in addition to shares previously registered pursuant to Registration Statements Nos. 33-63426, 333-02121, 333-65179, 333-83905, 333-32398, 333-66348, 333-102848, 333-114365, and 333-123751. An additional 4,417,324 shares of Common Stock were subsequently registered for issuance under the Plan pursuant to Registration Nos. 333-142683 and 333-150838.

By its terms, the Plan expired on February 4, 2012. Upon its expiration, 4,610,639 shares of Common Stock remained available for issuance under the Plan. Of the 2,553,431 shares of Common Stock that were registered under the 2006 S-8, 193,315 shares are hereby deregistered.

**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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of San Rafael, State of California on the 9th day of October, 2012.

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 Post-Effective Amendment No. 1 to the Registration Statement has been signed below on October 9, 2012 by the following persons in the capacities indicated:

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

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Director

/s/ Rahul N. Merchant

Rahul N. Merchant

Director

/s/ David A. Rey

David A. Rey

Director

/s/ Duane E. White

Duane E. White