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

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-179417
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-194231
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-209761
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-216171
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-223492
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-230061
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-236948

*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)

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

181 Metro Drive, Suite 700
San Jose, California
(Address of Principal Executive Offices)

95110
(Zip Code)

FAIR ISAAC CORPORATION 2021 LONG-TERM INCENTIVE PLAN
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
(408) 535-1500
(Name, Address and Telephone Number of Agent for Service)

Copy to:

W. Morgan Burns
Faegre Drinker Biddle & Reath 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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-accelerated Filer

Smaller Reporting Company

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

On February 7, 2012, Fair Isaac Corporation (the “Company” or the “Registrant”) filed a Registration Statement on Form S-8 ([Registration No. 333-179417](#)) (the “Initial Registration Statement”) with the Securities and Exchange Commission (the “Commission”) to register 6,000,000 shares of the Company’s common stock, \$0.01 par value per share (the “Common Stock”) for issuance pursuant to the Company’s 2012 Long-Term Incentive Plan (the “2012 LTIP”). The Company paid a registration fee of \$25,193.66 at that time to register the securities.

Subsequently, the Company filed additional Registration Statements on Form S-8 with the Commission to register additional shares of Common Stock that became available for issuance under the 2012 LTIP. Such additional Registration Statements’ file numbers, the date of filing with the Commission, the number of shares registered and the registration fee paid at the time were as follows: (i) [Registration No. 333-194231](#); February 28, 2014; 4,100,000 shares; \$27,968; (ii) [Registration No. 333-209761](#); February 26, 2016; 2,500,000 shares; \$23,863.39; (iii) [Registration No. 333-216171](#); February 22, 2017; 2,000,000 shares; \$30,012.31; (iv) [Registration No. 333-223492](#); March 7, 2018; 1,500,000 shares; \$31,560.75; (v) [Registration No. 333-230061](#); March 4, 2019; 1,250,000 shares; \$37,353.84; and (vi) [Registration No. 333-236948](#); March 6, 2020; 1,250,000 shares; \$59,416.77. Such additional Registration Statements, along with the Initial Registration Statement, are referred to herein as the “Registration Statements.”

On March 3, 2021 (the “Approval Date”), the stockholders of the Company approved the Fair Isaac Corporation 2021 Long-Term Incentive Plan (the “2021 LTIP”). The total number of shares of Common Stock for which awards may be granted under the 2021 LTIP includes, in addition to 1,512,085 new shares of Common Stock (registered concurrently on a new Registration Statement on Form S-8): (i) 4,387,915 shares of Common Stock remaining available for future grants under the 2012 LTIP on the Approval Date; and (ii) up to 1,095,705 shares of Common Stock subject to awards granted under the 2012 LTIP that are outstanding on the Approval Date that subsequently expire, are forfeited or canceled, or are settled for cash (together, the “Carryover Shares”).

Accordingly, pursuant to the undertaking in Item 512(a)(1)(iii) of Regulation S-K that the Company disclose a material change in the plan of distribution as it was originally disclosed in the Registration Statements, the Company is filing this Post-Effective Amendment No. 1 to the Registration Statements to reflect that, as of the Approval Date, the Carryover Shares may be issued under the 2021 LTIP and to file as an exhibit hereto a copy of the 2021 LTIP. This Post-Effective Amendment No. 1 to the Registration Statements amends and supplements the items listed below. All other items of the Registration Statements are incorporated herein by reference without change.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I will be sent or given to employees as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the “Securities Act”). Such documents are not being filed with the Securities and Exchange Commission (the “Commission”) either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. Such documents and the documents incorporated by reference in this registration statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed (File No. 001-11689) with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are, as of their respective dates, incorporated by reference in this registration statement:

- (a) The Annual Report on Form 10-K of the Company for the fiscal year ended [September 30, 2020](#) (which incorporates by reference certain portions of the Company’s Definitive Proxy Statement for the Company’s 2021 Annual Meeting of Stockholders);
- (b) The Quarterly Report on Form 10-Q of the Company for the quarterly period ended [December 31, 2020](#);
- (c) All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Annual Report on Form 10-K referred to in (a) above (other than information deemed to have been “furnished” rather than “filed” in accordance with the Commission’s rules); and
- (d) The description of the Company’s Common Stock contained in a registration statement filed pursuant to the Exchange Act, together with any amendments or reports filed for the purpose of updating that description.

In addition, all documents filed by the Company pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act after the date of this registration statement and before the filing of a post-effective amendment (other than information deemed to have been “furnished” rather than “filed” in accordance with the Commission’s rules) that indicates that all shares of common stock offered have been sold, or that deregisters all shares of common stock then remaining unsold, shall be deemed to be incorporated by reference in, and to be a part of, this registration statement from the date of filing of those documents.

Any statement contained in a document incorporated, or deemed to be incorporated, by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or incorporated herein by reference or in any other subsequently filed document that is or is deemed to be incorporated by reference herein modifies or supersedes that statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Not Applicable.

Item 6. Indemnification of Directors and Officers.

The Company is incorporated under the laws of the State of Delaware. Section 145 of the General Corporation Law of the State of Delaware provides in relevant part as follows:

A corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person’s conduct was

unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

A corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

As permitted by Delaware law, the Company has included in its restated certificate of incorporation a provision to eliminate the personal liability of its directors for monetary damages for breach of their fiduciary duties as directors, subject to certain exceptions. In addition, the Company's restated certificate of incorporation provides that the Company is required to indemnify its officers and directors to the fullest extent authorized by the Delaware General Corporation Law. The Company is also required to advance expenses to its officers and directors as incurred in connection with proceedings against them for which they may be indemnified.

The Company has entered into indemnification agreements with its directors and certain of its officers. Under the terms of the indemnification agreements, the Company has generally agreed to indemnify and advance expenses to the fullest extent permitted by applicable law on the date of such agreements and to such greater extent as applicable law may thereafter permit.

The Company has obtained and intends to maintain directors and officers liability insurance covering all directors and officers of the Company against claims arising out of the performance of their duties.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

- 4.1 [Composite Restated Certificate of Incorporation of Fair Isaac Corporation. \(Incorporated by reference to Exhibit 3.2 to the Company's Form 10-Q for the quarter ended December 31, 2009\)](#)
- 4.2 [Bylaws of Fair Isaac Corporation. \(Incorporated by reference to Exhibit 3.1 to the Company's Form 10-Q for the quarter ended December 31, 2009\)](#)
- 5.1 [Opinion of Faegre Baker Daniels LLP with respect to the legality of the common stock issuable under the 2012 Long-Term Incentive Plan. \(Incorporated by reference to Exhibit 5 to the Registrant's Registration Statement on Form S-8 filed on February 7, 2012\)](#)
- 5.2 [Opinion of Faegre Baker Daniels LLP with respect to the legality of the common stock issuable under the 2012 Long-Term Incentive Plan. \(Incorporated by reference to Exhibit 5 to the Registrant's Registration Statement on Form S-8 filed on February 28, 2014\)](#)

- 5.3 [Opinion of Faegre Baker Daniels LLP with respect to the legality of the common stock issuable under the 2012 Long-Term Incentive Plan. \(Incorporated by reference to Exhibit 5 to the Registrant's Registration Statement on Form S-8 filed on February 26, 2016\)](#)
- 5.4 [Opinion of Faegre Baker Daniels LLP with respect to the legality of the common stock issuable under the 2012 Long-Term Incentive Plan. \(Incorporated by reference to Exhibit 5 to the Registrant's Registration Statement on Form S-8 filed on February 22, 2017\)](#)
- 5.5 [Opinion of Faegre Baker Daniels LLP with respect to the legality of the common stock issuable under the 2012 Long-Term Incentive Plan. \(Incorporated by reference to Exhibit 5 to the Registrant's Registration Statement on Form S-8 filed on March 7, 2018\)](#)
- 5.6 [Opinion of Faegre Baker Daniels LLP with respect to the legality of the common stock issuable under the 2012 Long-Term Incentive Plan. \(Incorporated by reference to Exhibit 5 to the Registrant's Registration Statement on Form S-8 filed on March 4, 2019\)](#)
- 5.7 [Opinion of Faegre Drinker Biddle & Reath LLP with respect to the legality of the common stock issuable under the 2012 Long-Term Incentive Plan. \(Incorporated by reference to Exhibit 5 to the Registrant's Registration Statement on Form S-8 filed on March 6, 2020\)](#)
- 5.8 [Opinion of Faegre Drinker Biddle & Reath LLP with respect to the legality of the Carryover Shares issuable under the 2021 Long-Term Incentive Plan.](#)
- 10.1 [Fair Isaac Corporation 2021 Long-Term Incentive Plan. \(Incorporated by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form S-8 filed on March 3, 2021\)](#)
- 10.2 [Fair Isaac Corporation 2012 Long-Term Incentive Plan, as amended as of March 4, 2020. \(Incorporated by reference to Exhibit 4.3 of the Registrant's Registration Statement on Form S-8 filed on March 6, 2020\)](#)
- 23.1 [Consent of Independent Registered Public Accounting Firm.](#)
- 23.2 [Consent of Faegre Baker Daniels LLP \(contained in Exhibit 5.1 to this registration statement\).](#)
- 23.3 [Consent of Faegre Baker Daniels LLP \(contained in Exhibit 5.2 to this registration statement\).](#)
- 23.4 [Consent of Faegre Baker Daniels LLP \(contained in Exhibit 5.3 to this registration statement\).](#)
- 23.5 [Consent of Faegre Baker Daniels LLP \(contained in Exhibit 5.4 to this registration statement\).](#)
- 23.6 [Consent of Faegre Baker Daniels LLP \(contained in Exhibit 5.5 to this registration statement\).](#)
- 23.7 [Consent of Faegre Baker Daniels LLP \(contained in Exhibit 5.6 to this registration statement\).](#)
- 23.8 [Consent of Faegre Drinker Biddle & Reath LLP \(contained in Exhibit 5.7 to this registration statement\).](#)
- 23.9 [Consent of Faegre Drinker Biddle & Reath LLP \(contained in Exhibit 5.8 to this registration statement\).](#)
- 24 [Powers of Attorney.](#)

Item 9. Undertakings.

A. The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this registration statement;provided, however, that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.
- (2) That, for the purpose of determining any liability under the Securities Act, each post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 these Post-Effective Amendments to Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of San Jose, State of California on the 3rd day of March, 2021.

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, these Post-Effective Amendments to Registration Statements on Form S-8 has been signed below on March 3, 2021 by the following persons in the capacities indicated, including a majority of the Registrant's directors:

Name	Title
<u>/s/ William J. Lansing</u> William J. Lansing <i>Principal Executive Officer</i>	Chief Executive Officer and Director
<u>/s/ Michael I. McLaughlin</u> Michael I. McLaughlin <i>Principal Financial Officer</i>	Executive Vice President and Chief Financial Officer
<u>/s/ Michael S. Leonard</u> Michael S. Leonard <i>Principal Accounting Officer</i>	Vice President and Chief Accounting Officer
<u>*</u> Fabiola R. Arredondo	Director
<u>*</u> Braden R. Kelly	Director
<u>*</u> James D. Kirsner	Director
<u>*</u> Eva Manolis	Director
<u>*</u> Marc F. McMorris	Director
<u>*</u> Joanna Rees	Director
<u>*</u> David A. Rey	Director

*By: /s/ Mark R. Scadina
Mark R. Scadina
Attorney-in-Fact



Faegre Drinker Biddle & Reath LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, Minnesota 55402
+1 612 766 7000 main
+1 612 766 1600 fax

March 3, 2021

Board of Directors
Fair Isaac Corporation
181 Metro Drive, Suite 700
San Jose, California 95110

Ladies and Gentlemen:

We have acted as counsel to Fair Isaac Corporation, a Delaware corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of the Post-Effective Amendment No. 1 (the “Amendment”) to each of the Company’s: Registration Statement on Form S-8 filed with the Commission on February 7, 2012 (Registration No. 333-179417) (the “Initial Registration Statement”), the Registration Statement on Form S-8 filed with the Commission on February 28, 2014 (Registration No. 333-194231) (the “2014 Registration Statement”), the Registration Statement on Form S-8 filed with the Commission on February 26, 2016 (Registration No. 333-209761) (the “2016 Registration Statement”), the Registration Statement on Form S-8 filed with the Commission on February 22, 2017 (Registration No. 333-216171) (the “2017 Registration Statement”), the Registration Statement on Form S-8 filed with the Commission on March 7, 2018 (Registration No. 333-223492) (the “2018 Registration Statement”), the Registration Statement on Form S-8 filed with the Commission on March 4, 2019 (Registration No. 333-230061) (the “2019 Registration Statement”), and the Registration Statement on Form S-8 filed with the Commission on March 6, 2020 (Registration No. 333-236948) (the “2020 Registration Statement,” and together with the Initial Registration Statement, the 2014 Registration Statement, the 2016 Registration Statement, the 2017 Registration Statement, the 2018 Registration Statement, and the 2019 Registration Statement, the “Registration Statements”) under the Securities Act of 1933, as amended (the “Act”).

The Initial Registration Statement registered 6,000,000 shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), reserved for issuance pursuant to the Fair Isaac Corporation 2012 Long-Term Incentive Plan (the “2012 LTIP”). The 2014 Registration Statement registered an additional 4,100,000 shares of the Company’s Common Stock reserved for issuance pursuant to the 2012 LTIP, the 2016 Registration Statement registered an additional 2,500,000 shares of the Company’s Common Stock reserved for issuance pursuant to the 2012 LTIP, the 2017 Registration Statement registered an additional 2,000,000 shares of the Company’s Common Stock reserved for issuance pursuant to the 2012 LTIP, the 2018 Registration Statement registered an additional 1,500,000 shares of the Company’s Common Stock reserved for issuance pursuant to the 2012 LTIP, the 2019 Registration Statement registered an additional 1,250,000 shares of the Company’s Common Stock reserved for issuance pursuant to the 2012 LTIP, and the 2020 Registration Statement registered an additional 1,250,000 shares of the Company’s Common Stock reserved for issuance pursuant to the 2012 LTIP.

The Amendment reflects that, pursuant to the terms of the Fair Isaac Corporation 2021 Long-Term Incentive Plan (the "2021 LTIP"), which was approved by the Company's stockholders on March 3, 2021 (the "Approval Date"), the number of shares of the Company's Common Stock for which awards may be granted under the 2021 LTIP includes up to 4,387,915 shares of the Company's Common Stock remaining available for future grants under the 2012 LTIP on the Approval Date and up to 1,095,705 shares of the Company's Common Stock subject to awards granted under the 2012 LTIP that are outstanding on the Approval Date that subsequently expire, are forfeited or canceled, or are settled for cash (collectively, such 5,483,620 shares of the Company's Common Stock are referred to herein as the "Carryover Shares").

For purposes of this opinion letter, we have examined the 2012 LTIP, the 2021 LTIP, the Registration Statements, the Amendment, the Composite Restated Certificate of Incorporation of the Company, as currently in effect, the Bylaws of the Company, as currently in effect, and the resolutions of the Company's board of directors authorizing the issuance of the Carryover Shares. We have also examined a certificate of the Assistant Secretary of the Company dated the date hereof (the "Certificate") and originals, or copies certified or otherwise authenticated to our satisfaction, of such corporate records and other records, agreements, instruments, certificates of public officials and documents as we have deemed necessary as a basis for the opinions hereinafter expressed and have reviewed such matters of law as we have deemed relevant hereto. As to facts material to this opinion letter, we have relied upon certificates, statements or representations of public officials, of officers and representatives of the Company (including the Certificate) and of others, without any independent verification thereof.

In our examination, we have assumed: (i) the legal capacity of all natural persons; (ii) the genuineness of all signatures; (iii) the authenticity of all documents submitted to us as originals; (iv) the conformity to original documents of all documents submitted to us as certified, conformed, photostatic or facsimile copies; (v) the authenticity of the originals of such latter documents; (vi) the truth, accuracy and completeness of the information, representations and warranties contained in the agreements, documents, instruments, certificates and records we have reviewed; and (vii) the absence of any undisclosed modifications to the agreements and instruments reviewed by us. We have also assumed that the Company's board of directors, or a duly authorized committee thereof, will have approved the issuance of each award under the 2021 LTIP prior to the issuance thereof.

Based upon such examination and review, and subject to the foregoing and the other qualifications, assumptions and limitations set forth herein, it is our opinion that all necessary corporate action on the part of the Company has been taken to authorize the issuance and sale of the Carryover Shares to be issued in accordance with the 2021 LTIP and that, when (a) the Amendment shall have become effective, (b) the Carryover Shares have been issued and sold as contemplated in the Amendment and related prospectus and in accordance with the 2021 LTIP and any applicable award agreement, and (c) where applicable, the consideration for the Carryover Shares specified in the 2021 LTIP and any applicable award agreement has been received by the Company, the Carryover Shares will be legally and validly issued, fully paid and nonassessable.

The foregoing opinions are limited to the Delaware General Corporation Law and speak only as of the date the Registration Statement becomes effective under the Act, and we assume no obligation to revise or supplement this opinion thereafter. This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

FAEGRE DRINKER BIDDLE & REATH LLP

By: /s/ W. Morgan Burns
W. Morgan Burns
Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in post-effective Registration Statements Nos. 333-179417, 333-194231, 333-209761, 333-216171, 333-223492, 333-230061, and 333-236948 on Form S-8 of our report dated November 10, 2020, relating to the financial statements of Fair Isaac Corporation and the effectiveness of Fair Isaac Corporation's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Fair Isaac Corporation for the year ended September 30, 2020.

/s/ DELOITTE & TOUCHE LLP

San Diego, CA

March 3, 2021

FAIR ISAAC CORPORATION

Power of Attorney of Director

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of Fair Isaac Corporation, a Delaware corporation, does hereby constitute and appoint Mark R. Scadina and Carrie H. Darling, and each or either one of them, the undersigned's true and lawful attorneys-in-fact, with full power of substitution, for the undersigned and in the undersigned's name, place and stead, to sign and affix the undersigned's name as such director of said Company to a Registration Statement or Registration Statements, on Form S-8 or other applicable form, and all amendments thereto, to be filed by said Company with the Securities and Exchange Commission, Washington, D.C., in connection with the registration under the Securities Act of 1933, as amended, of common stock of said Company to be issued pursuant to the Fair Isaac Corporation 2021 Long-Term Incentive Plan, including amendments to previously-filed Registration Statements relating to common stock of said Company to be issued pursuant to the Fair Isaac Corporation 2012 Long-Term Incentive Plan that may now or in the future be issued pursuant to the 2021 Long-Term Incentive Plan, and to file the same, with all exhibits thereto and other supporting documents, with said Commission, granting unto said attorneys-in-fact, and each of them, full power and authority to do and perform any and all acts necessary or incidental to the performance and execution of the powers herein expressly granted.

IN WITNESS WHEREOF, the undersigned has hereunto set the undersigned's hand this 3rd day of March, 2021.

/s/ Braden R. Kelly

Braden R. Kelly

FAIR ISAAC CORPORATION

Power of Attorney of Director

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of Fair Isaac Corporation, a Delaware corporation, does hereby constitute and appoint Mark R. Scadina and Carrie H. Darling, and each or either one of them, the undersigned's true and lawful attorneys-in-fact, with full power of substitution, for the undersigned and in the undersigned's name, place and stead, to sign and affix the undersigned's name as such director of said Company to a Registration Statement or Registration Statements, on Form S-8 or other applicable form, and all amendments thereto, to be filed by said Company with the Securities and Exchange Commission, Washington, D.C., in connection with the registration under the Securities Act of 1933, as amended, of common stock of said Company to be issued pursuant to the Fair Isaac Corporation 2021 Long-Term Incentive Plan, including amendments to previously-filed Registration Statements relating to common stock of said Company to be issued pursuant to the Fair Isaac Corporation 2012 Long-Term Incentive Plan that may now or in the future be issued pursuant to the 2021 Long-Term Incentive Plan, and to file the same, with all exhibits thereto and other supporting documents, with said Commission, granting unto said attorneys-in-fact, and each of them, full power and authority to do and perform any and all acts necessary or incidental to the performance and execution of the powers herein expressly granted.

IN WITNESS WHEREOF, the undersigned has hereunto set the undersigned's hand this 3rd day of March, 2021.

/s/ Fabiola R. Arredondo

Fabiola R. Arredondo

FAIR ISAAC CORPORATION

Power of Attorney of Director

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of Fair Isaac Corporation, a Delaware corporation, does hereby constitute and appoint Mark R. Scadina and Carrie H. Darling, and each or either one of them, the undersigned's true and lawful attorneys-in-fact, with full power of substitution, for the undersigned and in the undersigned's name, place and stead, to sign and affix the undersigned's name as such director of said Company to a Registration Statement or Registration Statements, on Form S-8 or other applicable form, and all amendments thereto, to be filed by said Company with the Securities and Exchange Commission, Washington, D.C., in connection with the registration under the Securities Act of 1933, as amended, of common stock of said Company to be issued pursuant to the Fair Isaac Corporation 2021 Long-Term Incentive Plan, including amendments to previously-filed Registration Statements relating to common stock of said Company to be issued pursuant to the Fair Isaac Corporation 2012 Long-Term Incentive Plan that may now or in the future be issued pursuant to the 2021 Long-Term Incentive Plan, and to file the same, with all exhibits thereto and other supporting documents, with said Commission, granting unto said attorneys-in-fact, and each of them, full power and authority to do and perform any and all acts necessary or incidental to the performance and execution of the powers herein expressly granted.

IN WITNESS WHEREOF, the undersigned has hereunto set the undersigned's hand this 3rd day of March, 2021.

/s/ James D. Kirsner

James D. Kirsner

FAIR ISAAC CORPORATION

Power of Attorney of Director

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of Fair Isaac Corporation, a Delaware corporation, does hereby constitute and appoint Mark R. Scadina and Carrie H. Darling, and each or either one of them, the undersigned's true and lawful attorneys-in-fact, with full power of substitution, for the undersigned and in the undersigned's name, place and stead, to sign and affix the undersigned's name as such director of said Company to a Registration Statement or Registration Statements, on Form S-8 or other applicable form, and all amendments thereto, to be filed by said Company with the Securities and Exchange Commission, Washington, D.C., in connection with the registration under the Securities Act of 1933, as amended, of common stock of said Company to be issued pursuant to the Fair Isaac Corporation 2021 Long-Term Incentive Plan, including amendments to previously-filed Registration Statements relating to common stock of said Company to be issued pursuant to the Fair Isaac Corporation 2012 Long-Term Incentive Plan that may now or in the future be issued pursuant to the 2021 Long-Term Incentive Plan, and to file the same, with all exhibits thereto and other supporting documents, with said Commission, granting unto said attorneys-in-fact, and each of them, full power and authority to do and perform any and all acts necessary or incidental to the performance and execution of the powers herein expressly granted.

IN WITNESS WHEREOF, the undersigned has hereunto set the undersigned's hand this 3rd day of March, 2021.

/s/ Eva Manolis

Eva Manolis

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Power of Attorney of Director

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/s/ Marc F. McMorris

Marc F. McMorris

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/s/ Joanna Rees

Joanna Rees

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/s/ David A. Rey

David A. Rey