

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): March 31, 2005

FAIR ISAAC CORPORATION

(Exact name of registrant as specified in charter)

Delaware

0-16439

94-1499887

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

901 Marquette Avenue, Suite 3200, Minneapolis, Minnesota

55402-3232

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(612) 758-5200**

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

TABLE OF CONTENTS

[Item 8.01 Other Events.](#)

[Item 9.01 Financial Statements and Exhibits.](#)

[SIGNATURES](#)

[Press Release](#)

[Table of Contents](#)

Item 8.01 Other Events.

On March 31, 2005, Fair Isaac Corporation (the “Company”) issued a press release announcing the final results of its exchange offer with respect to the Company’s 1.5% Senior Convertible Notes due August 15, 2023. The press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

<u>Exhibit</u>	<u>Description</u>
99.1	March 31, 2005 Press Release issued by Fair Isaac Corporation.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 31, 2005

Fair Isaac Corporation

By: /s/ Andrea M. Fike

Name: Andrea M. Fike

Title: Vice President, General Counsel and
Secretary

**INDEX TO EXHIBITS FILED WITH
THE CURRENT REPORT ON FORM 8-K DATED MARCH 31, 2005**

Exhibit	Description
99.1	Press Release issued on March 31, 2005.



Contact: **Investors & Analysts:**
John Emerick
JD Bergquist Wood
Fair Isaac Corporation
(800) 213-5542
investor@fairisaac.com

Fair Isaac Announces Final Results of Exchange Offer for its 1.5% Senior Convertible
Notes Due August 15, 2023

MINNEAPOLIS — March 31, 2005 — Fair Isaac Corporation (NYSE:FIC), the leading provider of analytics and decision technology, today announced the final results of its offer to exchange (the “exchange offer”) \$1,000 principal amount of its new 1.5% Senior Convertible Notes, Series B due August 15, 2023 (the “New Notes”) for each \$1,000 principal amount of its outstanding 1.5% Senior Convertible Notes due August 15, 2023 (the “Senior Notes”). The exchange offer expired at midnight, New York City time, on Thursday, March 24, 2005 (the “expiration date”). The exchange offer was made pursuant to Section 3(a)(9) of the Securities Act of 1933, as amended.

Fair Isaac accepted for exchange \$399,674,000 aggregate principal amount of Senior Notes, representing approximately 99.9% of the total outstanding Senior Notes. In accordance with the terms of the exchange offer, Fair Isaac has accepted for exchange all of the validly tendered Senior Notes. The settlement and exchange of New Notes for the outstanding Senior Notes is being made promptly. Immediately following consummation of the exchange offer, approximately \$326,000 aggregate principal amount of Senior Notes will remain outstanding.

The exchange agent for the exchange offer was Wells Fargo Bank, National Association. The information agent for the exchange offer was Georgeson Shareholder Communications Inc. Any questions regarding the exchange offer or requests for additional copies of the offering circular and related documents which describe the exchange offer in more detail should be directed to Georgeson Shareholder Communications Inc. at (212) 440-9800 (banks and brokers) or (877) 278-9674 (all others).

This news release shall not constitute an offer to purchase, a solicitation of an offer to purchase, or a solicitation of an offer to sell securities. The exchange offer was made only pursuant to the terms of an offering circular, as amended by Amendment No. 1 to the Schedule TO, and the related letter of transmittal and exchange offer materials, which were sent to holders of the Senior Notes and filed with the Securities and Exchange Commission. The Schedule TO and offering circular, each as amended, and the related letter of transmittal and other exchange offer documents are available free of charge at the website of the Securities and Exchange Commission — www.sec.gov. In addition, the company will provide copies of the Schedule TO and related documents upon request free of charge to holders of its Senior Notes.

About Fair Isaac

Fair Isaac Corporation (NYSE:FIC) is the preeminent provider of creative analytics that unlock value for people, businesses and industries. The company's predictive modeling, decision analysis, intelligence management, decision management systems and consulting services power billions of mission-critical customer decisions a year. Founded in 1956, Fair Isaac helps thousands of companies in over 60 countries acquire customers more efficiently, increase customer value, reduce fraud and credit losses, lower operating expenses and enter new markets more profitably. Most leading banks and credit card issuers rely on Fair Isaac solutions, as do insurers, retailers, telecommunications providers, healthcare organizations and government agencies. Through the www.myFICO.com Web site, consumers use the company's FICO® scores, the standard measure of credit risk, to manage their financial health. For more information, visit www.fairisaac.com.

Statement Concerning Forward-Looking Information

Except for historical information contained herein, the statements contained in this news release that relate to Fair Isaac or its business are forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially, including risks related to the company's ability to recruit and retain key technical and managerial personnel, the maintenance of its existing relationships and ability to create new relationships with customers and key alliance partners, its ability to continue to develop new and enhanced products and services, competition, regulatory changes applicable to the use of consumer credit and other data, the possibility that the anticipated benefits of acquisitions, including expected synergies, will not be realized and other risks described from time to time in Fair Isaac's SEC reports, including its Annual Report on Form 10-K for the year ended September 30, 2004 and its Quarterly Report on Form 10-Q for the quarter ended December 31, 2004. If any of these risks or uncertainties materializes, Fair Isaac's results could differ materially from Fair Isaac's expectations in these statements. Fair Isaac disclaims any intent or obligation to update these forward-looking statements.

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