

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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) December 14, 2021

FAIR ISAAC CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-11689
(Commission
File Number)

94-1499887
(IRS Employer
Identification No.)

**5 West Mendenhall, Suite 105
Bozeman, Montana**
(Address of principal executive offices)

59715
(Zip Code)

Registrant's telephone number, including area code 406-982-7276

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	FICO	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (§230.405 of this chapter) or Rule 12b-2 of the Exchange Act (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 8.01. Other Events.

On December 14, 2021, Fair Isaac Corporation (the “Company”) issued a press release announcing that it had commenced a private offering to eligible purchasers of \$500 million aggregate principal amount of additional notes (the “Additional Notes”) of the same series as the Company’s outstanding \$350 million aggregate principal amount of 4.000% Senior Notes due 2028 that were issued on December 6, 2019 (the “Existing Notes” and, together with the Additional Notes, the “Notes”). In accordance with Rule 135(c) of the Securities Act of 1933, as amended (the “Securities Act”), a copy of this press release is being filed as Exhibit 99.1 to this Current Report on Form 8-K. Accordingly, this notice is not intended to and does not constitute an offer to sell nor a solicitation for an offer to purchase any securities of the Company.

The Notes have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and any applicable state securities laws.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	Description
99.1	Press Release dated December 14, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

FAIR ISAAC CORPORATION

By /s/ Mark R. Scadina

Mark R. Scadina

Executive Vice President, General Counsel and
Corporate Secretary

Date: December 14, 2021



FICO Announces Proposed Offering of \$500 Million in Senior Notes

Bozeman, MT – December 14, 2021 – Fair Isaac Corporation (NYSE: FICO) announced today that it intends to offer, subject to market and certain other conditions, \$500 million in aggregate principal amount of additional notes (the “Additional Notes”) of the same class as its outstanding \$350 million aggregate principal amount of 4.000% Senior Notes due 2028 that were issued on December 6, 2019 (the “Existing Notes”) in a private offering that is exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”). The Additional Notes will be issued pursuant to the indenture governing the Existing Notes. Further, the Additional Notes are expected to have the same CUSIP number and ISIN as (except that Additional Notes issued pursuant to Regulation S will trade separately under a different CUSIP number and ISIN until at least 40 days after the issue date of the Additional Notes and thereafter, subject to the terms of the indenture governing the notes and the applicable procedures of the depositary), and to be fungible for trading purposes with the Existing Notes. The Additional Notes will be senior unsecured obligations of FICO.

FICO intends to use the net proceeds from the offering of the Additional Notes to repay certain indebtedness outstanding under its existing revolving credit facility and to pay related fees and expenses.

The Additional Notes will be offered and sold to qualified institutional buyers in reliance on the exemption from registration set forth in Rule 144A under the Securities Act and outside the United States to non-U.S. persons in reliance on the exemption from registration set forth in Regulation S under the Securities Act. The Additional Notes have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy, any securities, nor shall there be any sales of the Additional Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This press release is being issued pursuant to, and in accordance with, Rule 135(c) under the Securities Act.

Statement Concerning Forward-Looking Information

Except for historical information contained herein, the statements contained in this news release that relate to FICO 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 the risks related to the offering of the Additional Notes, the success of FICO’s Decision Management strategy and reengineering plan, 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, its ability to recruit and retain key technical and managerial personnel, competition, regulatory changes applicable to the use of consumer credit and other data, the failure to realize the anticipated benefits of any acquisitions, continuing material adverse developments in global economic conditions, the impact of COVID-19 on macroeconomic conditions and FICO’s business, operations and personnel, and other risks described from time to time in FICO’s reports filed with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended September 30, 2021 and any subsequent Quarterly Reports on Form 10-Q. If any of these risks or uncertainties materialize, FICO’s results could differ materially from its expectations. FICO disclaims any intent or obligation to update these forward-looking statements.

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