

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form S-8

REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

FAIR, ISAAC AND COMPANY, INCORPORATED  
(Exact name of registrant as specified in its charter)

Delaware

94-1499887

(State of other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

200 Smith Ranch Road  
San Rafael, California

94903

(Address of Principal Executive Offices)

(Zip Code)

FAIR, ISAAC AND COMPANY, INCORPORATED  
Certain Stock Options Granted to Thomas G. Grudnowski  
Certain Stock Options Granted to Mark Pautsch

(Full title of the plan)

HENK J. EVENHUIS  
Vice President, Finance  
and Chief Financial Officer  
FAIR, ISAAC AND COMPANY,  
INCORPORATED  
200 Smith Ranch Road  
San Rafael, CA 94903  
(415) 472-2211

Copy to:

BLAIR W. WHITE, ESQ.  
Pillsbury Winthrop LLP  
Post Office Box 7880  
San Francisco, CA 94120-7880

(415) 983-1000

(Name, address and telephone  
number, including area code,  
of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock(1)(2)	75,000 shares	\$ 47.4000(4)	\$ 3,555,000.00(4)	\$ 888.75
Common Stock(1)(3)	172,500 shares	\$ 32.7083(5)	\$ 5,642,181.75(5)	\$ 1,140.55

- (1) All numbers are adjusted to reflect a three-for-two (3-2) stock split with a record date of May 14, 2001.  
 (2) Issued pursuant to a nonstatutory stock option agreement between the Registrant and Thomas G. Grudnowski.  
 (3) Issued pursuant to a nonstatutory stock option agreement between the Registrant and Mark Pautsch.  
 (4) Estimated pursuant to Rule 457 solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices as reported on the New York Stock Exchange on May 1, 2001.  
 (5) Estimated pursuant to Rule 457 solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices as reported on the New York Stock Exchange on August 8, 2000.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

PART I

Item 1. Plan Information.\*

Item 2. Registrant Information and Employee Plan Annual Information.\*

\* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended.

PART II

Item 3. Incorporation of Documents by Reference.

The following documents filed by Registrant with the Securities and Exchange Commission are incorporated by reference in this Registration Statement:

(1) The Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2000.

(2) The information with regard to the Registrant's common stock contained in the Registrant's Registration Statement on Form 8-A (Commission File No. 0-16439) filed with the Commission pursuant to Section 12 of the Securities and Exchange Act of 1934, including any subsequent amendment or report filed for the purpose of updating such information.

(3) The Company's Quarterly Report on Form 10-Q for the fiscal quarters ended December 31, 2000 and March 31, 2001 filed pursuant to Section 13 of the Exchange Act.

(4) The Company's Current Report on Form 8-K filed with the Commission on June 1, 2001.

(5) All other reports filed by the Registrant since September 30, 2000 with the Commission pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934.

In addition, all documents subsequently filed by Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Item 4. Description of Securities.

The securities to be issued are stock options granted in accordance with a nonstatutory stock option agreement between the Registrant and Thomas G. Grudnowski and a nonstatutory stock option agreement between the Registrant and Mark Pautsch. Upon vesting and in accordance with the provisions of such nonstatutory stock option agreement, each option entitles Mr. Grudnowski or Mr. Pautsch to purchase one share of the Registrant's Common Stock. The Registrant's Common Stock is registered under Section 12 of the Exchange Act and is traded on the New York Stock Exchange. Accordingly, no description of the Common Stock is provided hereunder.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Officers and Directors.

Article 6 of the Registrant's restated Certificate of Incorporation provides as follows:

"(a) A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

(b) Each director or officer of the corporation who was or is made a party or is threatened to be made a party to or is in any way involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including without limitation any action, suit or proceeding brought by or in the right of the corporation to procure a judgment in its favor) (hereinafter a "proceeding"), including any appeal therefrom, by reason of the fact that he or she, or a person of whom he or she is a legal representative, is or was a director or officer of the corporation or of a subsidiary of the corporation, or is or was serving at the request of the corporation as a director or officer of another entity or enterprise, or was a director or officer for a foreign or domestic corporation which was a predecessor corporation of the corporation or of another entity or enterprise at the request of the predecessor corporation, or by reason of anything done or not done in such capacity, shall be indemnified and held harmless by the corporation, and the corporation shall advance all expenses incurred by any such person in connection with any such proceeding prior to its final determination, to the fullest extent authorized by the Delaware General Corporation Law. In any proceeding against the corporation to enforce these rights, such person shall be presumed to be entitled to indemnification and the corporation shall have the burden of proof to overcome that presumption. The rights to indemnification and advancement of expenses conferred by this Article shall be presumed to have been relied upon by directors and officers of the corporation in serving or continuing to serve the corporation and shall be enforceable as contract rights. Said rights shall not be exclusive of any other rights to which those seeking indemnification may otherwise be entitled. The corporation may, upon written demand presented by a director or officer of the corporation or of a subsidiary of the corporation, or by a person serving at the request of the corporation as a director or officer of another entity or enterprise, enter into contracts to provide such persons with specific rights to indemnification, which contracts may confer rights and protections to the maximum extent permitted by the Delaware General Corporation Law. The corporation may create trust funds, grant security interests, obtain letters of credit, or use other means to ensure payment of such amounts as may be necessary to perform the obligations provided for in this Article 6 or in any such contract."

Section 145 of the General Corporation Law of the State of Delaware, in which the Registrant is incorporated, permits, subject to certain conditions, the indemnification of directors or officers of a Delaware corporation for expenses (including attorneys' fees), judgments, fines and amounts paid in settlement incurred in connection with the defense of any action, suit or proceeding in relation to certain matters against them as such directors or officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits

Exhibit Number	Exhibit
5.1	Opinion of Pillsbury Winthrop LLP as to the legality of the securities being registered.
23.1	Consent of Pillsbury Winthrop LLP (included in Exhibit 5.1).
23.2	Consent of KPMG LLP.
24.1	Power of Attorney (see page 5).

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 of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the 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 the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the 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 periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such 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 of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the Registration Statement 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.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 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 Securities and Exchange Commission such indemnification is against public policy as expressed in the 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 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 this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Rafael, State of California, on July \_\_, 2001.

FAIR, ISAAC AND COMPANY, INCORPORATED

By \_\_\_\_\_ /s/ HENK J. EVENHUIS  
\_\_\_\_\_  
Henk J. Evenhuis  
Vice President and Chief Financial Officer

POWER OF ATTORNEY  
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KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints HENK J. EVENHUIS his true and lawful attorney-in-fact, with full power of substitution, for him, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated:

Signature	Title	Date
----- /s/ THOMAS G. GRUDNOWSKI ----- Thomas G. Grudnowski	President, Chief Executive Officer (Principal Executive Officer) and Director	July 31, 2001
----- /s/ HENK J. EVENHUIS ----- Henk J. Evenhuis	Vice President and Chief Financial Officer (Principal Financial Officer)	July 31, 2001
----- /s/ JONATHAN R. BOND ----- Jonathan R. Bond	Vice President of Finance, Corporate Controller (Principal Accounting Officer)	July 31, 2001
----- /s/ A. GEORGE BATTLE ----- A. George Battle	Director	July 31, 2001
----- /s/ TONY J. CHRISTIANSON ----- Tony J. Christianson	Director	July 31, 2001
----- /s/ MARGARET L. TAYLOR ----- Margaret L. Taylor	Director	July 31, 2001

/s/ GUY R. HENSHAW

Director

July 31, 2001

-----  
Guy R. Henshaw

/s/ DAVID S.P. HOPKINS

Director

July 31, 2001

-----  
David S.P. Hopkins

/s/ ROBERT M. OLIVER

Director

July 31, 2001

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Robert M. Oliver

INDEX TO EXHIBITS

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23.2	Consent of KPMG LLP.
24.1	Power of Attorney (see page 5).

July 31, 2001

Fair, Isaac and Company, Incorporated  
200 Smith Ranch Road  
San Rafael, CA 94903

Re: Registration Statement on Form S-8 for Certain Option Grants by  
Fair, Isaac and Company, Incorporated to Thomas G. Grudnowski and  
Mark Pautsch

Ladies and Gentlemen:

With reference to the Registration Statement on Form S-8 to be filed by Fair, Isaac and Company, Incorporated, a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933 relating to 247,500 shares of the Company's Common Stock issuable pursuant to a Nonstatutory Stock Option Agreement between the Company and Thomas G. Grudnowski and a Nonstatutory Stock Option Agreement between the Company and Mark Pautsch (the "Agreements"), it is our opinion that such shares of the Common Stock of the Company, when issued and sold in accordance with the Agreements, will be legally issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as Exhibit 5.1 and Exhibit 23.1 to the Registration Statement.

Very truly yours,

/s/ PILLSBURY WINTHROP LLP

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Consent of KPMG LLP

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The Board of Directors  
Fair, Isaac and Company, Incorporated:

We consent to incorporation by reference in this registration statement on Form S-8 of Fair, Isaac and Company, Incorporated of our reports dated October 27, 2000, relating to the consolidated balance sheets of Fair, Isaac and Company, Incorporated and subsidiaries as of September 30, 2000 and 1999, and the related consolidated statements of income and comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended September 30, 2000, and the related consolidated financial statement schedule, which reports appear in the September 30, 2000 annual report on Form 10-K of Fair, Isaac and Company, Incorporated.

/s/ KPMG LLP

San Francisco, California  
July 30, 2001