



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2 to  
Schedule TO  
(Rule 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1) OF  
THE SECURITIES EXCHANGE ACT OF 1934

**FAIR ISAAC CORPORATION**

(Name of Subject Company (Issuer) and Filing Person (as Offeror))

1.5% SENIOR CONVERTIBLE NOTES DUE AUGUST 15, 2023  
(Title of Class of Securities)

303250 AA 2 and 303250 AB 0  
(CUSIP Number of Class of Securities)

Andrea M. Fike  
Vice President, General Counsel and Secretary  
FAIR ISAAC CORPORATION  
901 Marquette Avenue, Suite 3200  
Minneapolis, Minnesota 55402  
(612) 758-5200

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on  
Behalf of Filing Persons)

Copies to:  
John A. Fore, Esq.  
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Professional Corporation  
650 Page Mill Road  
Palo Alto, CA 94304  
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CALCULATION OF FILING FEE

Transaction Valuation (1)	Amount of Filing Fee
\$400,000,000	\$47,080

(1) This tender offer statement relates to the exchange by Fair Isaac Corporation of an aggregate of up to \$400,000,000 aggregate principal amount of its 1.5% Senior Convertible Notes, Series B due August 15, 2023 for \$400,000,000 aggregate principal amount of its currently outstanding 1.5% Senior Convertible Notes due August 15, 2023. Pursuant to Rule 0-11(b) under the Securities Exchange Act of 1934, as amended, this amount is the book value as of February 25, 2005 of the maximum amount of the currently outstanding 1.5% Senior Convertible Notes due August 15, 2023 that may be received by the Registrant from tendering holders.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$47,080

Filing Party: Fair Isaac Corporation

Form or Registration No.: Schedule TO (File No. 005-39117)

Date Filed: February 25, 2005

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:



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## INTRODUCTORY STATEMENT

This Amendment No. 2 amends and supplements the tender offer statement on Schedule TO (this “Schedule TO”), originally filed on February 25, 2005 and amended on March 10, 2005, by Fair Isaac Corporation, a Delaware corporation (the “Company”), pursuant to Rule 13e-4 of the Securities Exchange Act of 1934, as amended, in connection with its offer to exchange (the “Exchange Offer”) up to \$400,000,000 aggregate principal amount of its 1.5% Senior Convertible Notes, Series B due August 15, 2023 (the “New Notes”) for any and all of the \$400,000,000 aggregate principal amount of its currently outstanding 1.5% Senior Convertible Notes due August 15, 2023 (the “Outstanding Notes”), upon the terms and subject to the conditions set forth in the Company’s offering circular, dated March 10, 2005 (the “Offering Circular”), and the related Letter of Transmittal for the Exchange Offer (the “Letter of Transmittal”), which are filed as Exhibits (a)(1)(A) and (a)(1)(B), respectively to this Schedule TO.

All of the information set forth in the Offering Circular and the Letter of Transmittal, and any annexes, schedules or amendments thereto related to the Exchange Offer, is hereby incorporated by reference into this Schedule TO in answer to Items 1 through 11 of this Schedule TO.

Except as set forth below, the information contained in the original Schedule TO remains unchanged. Capitalized terms used but not defined herein have the meanings ascribed to them in the original Schedule TO.

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**Item 11. Additional Information.**

- (b) *Other Material Information.* On March 25, 2005, the Company issued a press release announcing the preliminary results of the Exchange Offer, which expired at midnight, New York City time, on Thursday, March 24, 2005. A copy of the press release is filed as Exhibit (a)(5)(ii) hereto and is incorporated herein by reference.

**Item 12. Exhibits.**

- (a)(1)(A) Offering Circular dated March 10, 2005.\*
- (a)(1)(B) Letter of Transmittal.\*
- (a)(1)(C) Notice of Guaranteed Delivery.\*
- (a)(1)(D) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\*
- (a)(1)(E) Letter to Clients.\*
- (a)(1)(F) Letter to Holders.\*

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- (a)(2) None.
- (a)(3) None.
- (a)(4) None.
- (a)(5)(i) Press Release issued February 25, 2005 (filed by the Company pursuant to Rule 13e-4(c) of the Securities Exchange Act of 1934, as amended).\*
- (a)(5)(ii) Press Release issued March 25, 2005 announcing preliminary results of the Exchange Offer.
- (b) None.
- (d)(1) Indenture, dated as of August 6, 2003, between the Company and Wells Fargo Bank Minnesota, N.A., as trustee (incorporated by reference to Exhibit 4.6 to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2003).
- (d)(2) Registration Rights Agreement, dated August 6, 2003, among the Company and the initial purchasers party thereto (incorporated by reference to Exhibit 4.7 to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2003).
- (g) None.
- (h) None.

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\* Previously filed



**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**FAIR ISAAC CORPORATION**

Dated: March 25, 2005

By: /s/ Charles M. Osborne  
Name: Charles M. Osborne  
Title: Vice President and Chief  
Financial Officer

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<b>Exhibit Number</b>	<b>Description</b>
(a)(1)(A)	Offering Circular dated March 10, 2005*
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Letter to Clients.*
(a)(1)(F)	Letter to Holders.*
(a)(2)	None.
(a)(3)	None.
(a)(4)	None
(a)(5)(i)	Press Release issued February 25, 2005 (filed by the Company pursuant to Rule 13e-4 of the Securities Exchange Act of 1934, as amended)*
(a)(5)(ii)	Press Release issued March 25, 2005 announcing preliminary results of the Exchange Offer.
(b)	None.
(d)(1)	Indenture, dated as of August 6, 2003, between the Company and Wells Fargo Bank Minnesota, N.A., as trustee (incorporated by reference to Exhibit 4.6 to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2003).
(d)(2)	Registration Rights Agreement, dated August 6, 2003, among the Company and the initial purchasers party thereto (incorporated by reference to Exhibit 4.7 to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2003).
(g)	None.
(h)	None.

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\* Previously filed



Contact: **Investors & Analysts:**  
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Fair Isaac Announces Preliminary Results of Exchange Offer for its 1.5% Senior Convertible  
Notes Due August 15, 2023

MINNEAPOLIS — March 25, 2005 — Fair Isaac Corporation (NYSE:FIC), the leading provider of analytics and decision technology, today announced the preliminary 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.

As of the expiration date, \$399,674,000 aggregate principal amount of Senior Notes, representing approximately 99.9% of the total outstanding Senior Notes, had been tendered, exclusive of outstanding notes tendered by guaranteed delivery. In accordance with the terms of the exchange offer, Fair Isaac has accepted for exchange all of the validly tendered Senior Notes. The final results of the exchange offer will be announced promptly after verification by the exchange agent.

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](http://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.

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## **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](http://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](http://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.

Fair Isaac and FICO are trademarks or registered trademarks of Fair Isaac Corporation, in the United States and/or in other countries. Other product and company names herein may be trademarks of their respective owners.

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