

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-K**

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended September 30, 2012
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 1-11689

**Fair Isaac Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**901 Marquette Avenue, Suite 3200**  
**Minneapolis, Minnesota**  
(Address of principal executive offices)

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

**55402-3232**  
(Zip Code)

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

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

| <u>(Title of Class)</u>                  | <u>(Name of each exchange on which registered)</u> |
|--|--|
| Common Stock, \$0.01 par value per share | New York Stock Exchange, Inc.                      |
| Preferred Stock Purchase Rights          | New York Stock Exchange, Inc.                      |

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

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file report pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

|                         |                                     |                           |                          |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large Accelerated Filer | <input checked="" type="checkbox"/> | Accelerated Filer         | <input type="checkbox"/> |
| Non-Accelerated Filer   | <input type="checkbox"/>            | Smaller Reporting Company | <input type="checkbox"/> |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of March 31, 2012, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was \$928,946,960 based on the last transaction price as reported on the New York Stock Exchange on such date. This calculation does not reflect a determination that certain persons are affiliates of the registrant for any other purposes.

The number of shares of common stock outstanding on October 31, 2012 was 34,915,741 (excluding 53,941,042 shares held by the Company as treasury stock).

Items 10, 11, 12, 13 and 14 of Part III incorporate information by reference from the definitive proxy statement for the Annual Meeting of Stockholders to be held on February 12, 2013.

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## FORWARD LOOKING STATEMENTS

Statements contained in this report that are not statements of historical fact should be considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (the "Act"). In addition, certain statements in our future filings with the Securities and Exchange Commission ("SEC"), in press releases, and in oral and written statements made by us or with our approval that are not statements of historical fact constitute forward-looking statements within the meaning of the Act. Examples of forward-looking statements include, but are not limited to: (i) projections of revenue, income or loss, earnings or loss per share, the payment or nonpayment of dividends, capital structure and other statements concerning future financial performance; (ii) statements of our plans and objectives by our management or Board of Directors, including those relating to products or services, research and development, and the sufficiency of capital resources; (iii) statements of assumptions underlying such statements, including those related to economic conditions; (iv) statements regarding business relationships with vendors, customers or collaborators, including the proportion of revenues generated from international as opposed to domestic customers; and (v) statements regarding products, their characteristics, performance, sales potential or effect in the hands of customers. Words such as "believes," "anticipates," "expects," "intends," "targeted," "should," "potential," "goals," "strategy," and similar expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements. Forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from those in such statements. Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to, those described in Item 1A of Part I, Risk Factors, below. The performance of our business and our securities may be adversely affected by these factors and by other factors common to other businesses and investments, or to the general economy. Forward-looking statements are qualified by some or all of these risk factors. Therefore, you should consider these risk factors with caution and form your own critical and independent conclusions about the likely effect of these risk factors on our future performance. Such forward-looking statements speak only as of the date on which statements are made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made to reflect the occurrence of unanticipated events or circumstances. Readers should carefully review the disclosures and the risk factors described in this and other documents we file from time to time with the SEC, including our reports on Forms 10-Q and 8-K to be filed by the Company in fiscal 2013.

## PART I

### Item 1. *Business*

#### GENERAL

Fair Isaac Corporation (NYSE: FICO) (together with its consolidated subsidiaries, the “Company,” which may also be referred to in this report as “we,” “us,” “our,” and “FICO”) provides products and services that enable businesses to automate, improve and connect decisions to enhance business performance. Our predictive analytics, which includes the industry-standard FICO® Score, and our Decision Management systems power hundreds of billions of customer decisions each year.

We were founded in 1956 on the premise that data, used intelligently, can improve business decisions. Today, we help thousands of companies in over 90 countries use our Decision Management technology to target and 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 our solutions, as do insurers, retailers and healthcare organizations. We also serve consumers through online services that enable people to purchase and understand their FICO® Scores, the standard measure in the United States of credit risk, empowering them to manage their financial health.

More information about us can be found on our principal website, [www.fico.com](http://www.fico.com). We make our Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K, as well as amendments to those reports, available free of charge through our website as soon as reasonably practicable after we electronically file them with the SEC. Information on our website is not part of this report.

#### PRODUCTS AND SERVICES

We help businesses automate, improve and connect decisions across the enterprise, an approach we commonly refer to as Decision Management. Most of our solutions address customer decisions, including customer targeting and acquisition, account origination, customer management, fraud management and collections and recovery. We also help businesses improve noncustomer decisions such as transaction and claims processing. Our solutions enable users to make decisions that are more precise, consistent and agile, and that systematically advance business goals. This helps our clients to reduce the cost of doing business, increase revenues and profitability, reduce losses from risks and fraud, and increase customer loyalty.

#### Our Segments

We categorize our products and services into the following three operating segments:

- *Applications.* This segment includes pre-configured Decision Management applications designed for a specific type of business problem or process — such as marketing, account origination, customer management, fraud and insurance claims management — as well as associated professional services.
- *Scores.* This segment includes our business-to-business scoring solutions and services, our myFICO® solutions for consumers, and associated professional services. Our scoring solutions give our clients access to analytics that can be easily integrated into their transaction streams and decision-making processes. Our scoring solutions are distributed through major credit reporting agencies, as well as services through which we provide our scores to clients directly.
- *Tools.* The Tools segment is composed of software tools that clients can use to create their own custom Decision Management applications, as well as associated professional services.

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Comparative segment revenues, operating income and related financial information for fiscal 2012, 2011 and 2010 are set forth in Note 17 to the accompanying consolidated financial statements.

### **Our Solutions**

Our solutions involve four fundamental disciplines:

- Predictive analytics that identify the risks and opportunities associated with individual clients, prospects and transactions, in order to detect patterns such as risk and fraud, and that improve the design of decision logic or “strategies”;
- Data management and profiling that bring extensive consumer information to every decision;
- Software such as rules management systems that implement business rules, models and decision strategies, often in a real-time environment; and
- Consulting services that help clients make the most of investments in FICO applications, tools and scores in the shortest possible time.

All of our solutions are designed to help businesses make decisions that are faster, more precise, more consistent and more agile, while reducing costs and risks incurred in making decisions. With the acquisition of Adeptra Ltd. (“Adeptra”) in September 2012, we can now offer clients full-cycle decision management — enabling them to assess a customer or situation, determine the ideal decision, act on that decision, and resolve a situation with a customer.

### ***Applications***

We develop industry-tailored Decision Management applications, categorized as Applications, which apply analytics, data management and Decision Management software to specific business challenges and processes. These include credit offer prescreening, insurance claims management and others. Our Applications primarily serve clients in the banking, insurance, healthcare, and retail sectors. Within our Applications segment our fraud solutions accounted for 25%, 23% and 20% of total revenues in each of fiscal 2012, 2011 and 2010, respectively; our customer management solutions accounted for 13%, 13% and 14% of total revenues, in each of these periods, respectively; and our marketing solutions accounted for 9%, 10% and 11% for each of these periods, respectively.

### ***Marketing Applications***

The chief offerings for marketing are our FICO® Analytic Offer Manager and FICO® Customer Dialogue Manager. These solutions offer a suite of products, capabilities and services designed to integrate the technology and analytic services needed to perform context-sensitive customer acquisition, cross-selling and retention programs and deliver mathematically optimized offers. Our marketing solutions enable companies that offer multiple products and use multiple channels (companies such as large financial institutions, consumer branded goods companies, pharmaceutical companies, retail merchants and hospitality companies) to execute more efficient and profitable customer interactions. Services offered in our Marketing Solutions include customer data integration services; services that enable real-time marketing through direct consumer interaction channels; campaign management and optimization services; interactive tools that automate the design, execution and collection of customer response data across multiple channels; and customer data collection, management and profiling services.

In fiscal year 2012, we acquired Entiera, Inc. (“Entiera”) with the intent of using its Insight product as the platform for our marketing solutions. The Insight product has been re-named FICO Customer Dialogue Manager, a multi-channel marketing platform that enables marketers to design, execute and manage precisely timed and targeted campaigns that engage customers across all channels based on their known interactions and preferences. FICO Customer Dialogue Manager replaces the Precision Marketing Manager solution previously offered at FICO and together with Analytic Offer Manager replaces Retail Action Manager.

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### *Originations Applications*

We provide solutions that enable banks, credit unions, finance companies, installment lenders and other companies to automate and improve the processing of requests for credit or service. These solutions increase the speed and efficiency with which requests are handled, reduce losses and increase approval rates through analytics that assess applicant risk, and reduce the need for manual review by loan officers.

Our newest origination application is FICO® Origination Manager, an application-to-decision processing solution built on a service-oriented architecture (SOA), modularized approach that launched in fiscal year 2011. Our other solutions include the web-based FICO® LiquidCredit® service, which is primarily focused on credit decisions and is offered largely to mid-tier banking institutions. In addition, we offer FICO® Origination Decision Manager, a rules-based application based on our FICO® Blaze Advisor® business rules management system. We also offer custom and consortium-based credit risk and application fraud models.

### *Customer Management Applications*

Our customer management products and services enable businesses to automate and improve risk-based decisions on their existing customers. These solutions help businesses apply advanced analytics in account and customer decisions to increase portfolio revenue, decrease risk exposure and losses, while improving operational efficiencies.

We provide customer management solutions for banking, where our leading account and customer management product is the FICO® TRIAD® Customer Manager. The solution is an adaptive control system, so named because it enables businesses to rapidly adapt to changing business and internal conditions by designing and testing new strategies in a “champion/challenger” environment. The TRIAD system is the world’s leading credit account management system, and our adaptive control systems are used by more than 250 banks. The current version of the TRIAD system enables users to manage risk and communications at both the account and customer level from a single platform.

We market and sell TRIAD end-user software licenses, maintenance, consulting services, and strategy design and evaluation. Additionally, we provide TRIAD services and similar credit account management services through third-party credit card processors worldwide, including the two largest processors in the U.S., First Data Resources, Inc. and Total System Services, Inc.

We also offer transaction-based models called FICO® Transaction Scores, which help card issuers identify high-risk behavior more quickly and thus manage their credit card accounts more profitably.

### *Fraud Applications*

Our fraud management products improve our clients’ profitability by predicting the likelihood that a given transaction or customer account is experiencing fraud. Our fraud products analyze transactions in real time and generate recommendations for immediate action, which is critical to stopping third-party fraud, as well as first-party fraud and deliberate misuse of account privileges.

Our solutions are designed to detect and prevent a wide variety of fraud and risk types across multiple industries, including credit and debit payment card fraud; e-payment fraud; deposit account fraud; technical fraud and bad debt; healthcare fraud; Medicaid and Medicare fraud; and property and casualty insurance claims fraud, including workers’ compensation fraud. FICO fraud solutions protect financial institutions, insurance companies and government agencies from losses and damaged customer relationships caused by fraud and related criminal behavior.

Our leading fraud detection solution is FICO® Falcon® Fraud Manager, recognized as the leader in global payment card fraud detection. Falcon Fraud Manager’s neural network predictive models and patented profiling technology, both further described below in the “Technology” section, examine transaction, cardholder, account,

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customer, device and merchant data to detect a wide range of payment card fraud quickly and accurately. Falcon Fraud Manager analyzes payment transactions in real time, assesses the risk of fraud, and takes the user-defined steps to prevent fraud while expediting legitimate transactions.

FICO® Fraud Predictor with Merchant Profiles is used in conjunction with Falcon Fraud Manager on payment card monitoring for credit and debit to improve fraud detection rates through the inclusion of merchant profiles. Merchant profiles are built using fraud and transactional data that include characteristics that reveal, for example, merchants that have a history of higher fraud volumes, and which purchase types and ticket sizes have most often been fraudulent at a particular merchant.

In addition to the Falcon products, we offer FICO® Card Alert Service. Card Alert Service is a solution for fighting ATM debit fraud. The Card Alert Service identifies counterfeit payment cards and reports them to issuers. The service analyzes daily transactions from participating networks, and uses this data to identify common points of compromise and suspect cards most likely to incur fraud.

FICO® Insurance Fraud Manager uses advanced unsupervised predictive modeling techniques to detect health care claims fraud, abuse and errors as soon as aberrant behavior patterns emerge. Insurance Fraud Manager is used by both public and private health care payers to detect and prevent fraud in both pre- and post-pay fraud investigation environments.

In fiscal 2012, FICO launched two new fraud solutions: FICO® Claims Fraud Solution, which provides auto and other property and casualty insurers with a powerful integrated set of sophisticated components that are configured to detect and prioritize claims fraud incidents so that most clients experience payback on the solution in a matter of months, not years. We have also introduced the FICO® Merchant Monitoring Solution, which enables merchant acquirers to identify the full spectrum of merchant risk — fraud, card association non-compliance, bankruptcy, and merchant attrition risk to mitigate losses while increasing portfolio volumes.

### *Collections & Recovery Applications*

Our leading solutions in this area are the FICO® Debt Manager™ solution and the FICO® Recovery Management System™ (“RMS”) solution. The Debt Manager solution automates the full cycle of collections and recovery, including early collections, late collections, asset disposal, agency placement, recovery, litigation, bankruptcy, asset management and residual balance recovery. The RMS solution is focused on the later phases of distressed debt management in the U.S., including bankruptcy and agency management. Companies using the Debt Manager solution and the RMS solution in the U.S. can access partner services such as collection agencies and attorneys via FICO® Network Services, which provides web-based access to and from thousands of third-party collections and recovery service providers, as well as access to multiple data sources and FICO solutions hosted in Active Service Pages (ASP) mode. We also provide the FICO® PlacementsPlus® service, an account placement optimization and management system.

### *Analytics*

We perform custom predictive, descriptive and decision modeling and related analytic projects for clients in multiple industries and to address multiple business processes across the customer life cycle. This work leverages our analytic methodologies and expertise to solve risk management and marketing challenges for a single business, using that business’s data and industry best practices to develop a highly customized solution. Most of this work falls under predictive analytics, decision analysis and optimization, which provide greater insight into customer preferences and future customer behavior. Within decision analysis and optimization, we apply data and proprietary algorithms to the design of customer treatment strategies.

We offer FICO® Economic Impact Service, which uses time series modeling of the macro economy to allow lenders to forecast future credit risk performance based on their views of the economy. The resulting insights can be used to adjust current credit policy as well as provide input into the calculation of regulatory capital requirements.

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### *Mobility*

In September 2012, we completed our acquisition of Adeptra, a leader in cloud-based customer engagement and risk intervention solutions. Adeptra's software as a service ("SaaS") platform enables leading financial services institutions and other businesses to take advantage of the explosion in mobile communication in order to manage risk, fight fraud and dramatically improve the customer experience, all in real time. By using Adeptra's technology combined with FICO's decision management applications, businesses can move from defining, changing and testing decisions to executing and resolving customer interactions while improving customer outcomes.

With this acquisition, new offerings for FICO include Adeptra® Fraud Risk Intervention, which enables clients to engage with customers rapidly and effectively to identify true cases of fraud; Adeptra® Credit Risk Intervention, which enables clients to interact with customers using preferred channels, treatments and schedules to manage past due payments; and Adeptra® Customer Risk and Engagement, which facilitates effective, scalable and targeted two-way multi-channel engagement across a range of applications such as account activation, marketing and customer service.

### **Scores**

We develop leading credit scores based on third-party data. Our FICO® Scores are used in most U.S. credit decisions, by most of the major banks and credit card organizations as well as by mortgage and auto loan originators. These scores provide a consistent and objective measure of an individual's credit risk. Credit grantors use the FICO® Scores to prescreen candidates for solicitation, to evaluate applicants for new credit and to review existing accounts. The FICO® Scores are calculated based on proprietary scoring models and implemented on third-party data. The scores produced by these models are available through each of the three major credit reporting agencies in the United States: TransUnion, Experian and Equifax. Users generally pay the credit reporting agencies scoring fees based on usage, and the credit reporting agencies share these fees with us.

The most recent version of the FICO® Score for U.S. and Canadian lenders is the FICO® 8 Score. This substantially upgraded version, available at the three major credit reporting agencies in the U.S. and the two major credit reporting agencies in Canada, includes enhancements that increase its predictive power as well as enhancements specific to the market. For example, the U.S. version includes enhancements that consider authorized user accounts (accounts where another consumer is added as a user of the primary cardholder's account) while limiting the possibility that such accounts are used to artificially inflate scores. The Canadian version includes enhancements that provide specialized line of credit handling.

Our scoring portfolio also includes the FICO Expansion® Score, which provides scores on U.S. consumers who do not have traditional FICO® Scores, generally because they have too few credit accounts being reported to the credit reporting agencies. The score analyzes multiple sources of non-traditional credit data such as subscription memberships, deposit account activity and utility payment histories. The resulting scores have the same 300 – 850 score range as the traditional FICO® Score.

Our other solutions include:

- The FICO® Credit Capacity Index™, the first market-ready predictive analytic to assess a consumer's ability to pay new debt. In fiscal 2012, we launched FICO® Credit Capacity Index in the United Kingdom, making it now available for use with four credit reporting agencies' data in multiple markets. Also, outside of North America, we have installed client-specific versions of the FICO® Credit Capacity Index in two countries.
- The FICO® Economic Impact Index, the first market-ready, economically adjusted measure of consumer risk available for portfolio stress testing as well as individual credit decisions.

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The FICO® Score Trends Service is a comprehensive reporting package that allows lenders to drill down into industry FICO® Score trends, indexed by a range of criteria such as industry, geography and time period, in order to regularly analyze their own portfolios, and improve their risk management and forecasting.

Through the combination of these scoring solutions, FICO offers a comprehensive market-ready solution for giving lenders a 360 degree view of the customer, encompassing the risk view (FICO® Score), market view (FICO® Score Trends Service), opportunity view (FICO® Credit Capacity Index™) and economic view (FICO® Economic Impact Index).

Outside of the United States and Canada, we offer the FICO® Score, for consumer and/or small and medium enterprises lending, through credit reporting agencies in 12 markets worldwide. We have installed client-specific versions of the FICO® Score in 6 countries. Like FICO® Scores in North America, these scores help lenders in multiple countries leverage the FICO® Score's predictive analysis to assess the risk of prospects, applicants and borrowers. FICO® Scores are in use or being implemented in 16 different countries across four continents.

In addition to the scoring solutions noted above, we also offer marketing and bankruptcy scores known as FICO® Revenue Scores and FICO® Bankruptcy Scores through the U.S. credit reporting agencies; an application fraud, revenue and bankruptcy score available in Canada; commercial credit scores delivered by both U.S. and U.K. credit reporting agencies, and soon to be released in Singapore; and the FICO® Medication Adherence Score, which uses predictive analytics to forecast an individual's likelihood of taking his or her prescription medication as directed. The FICO Medication Adherence Score is a HIPAA-compliant solution that helps improve drug adherence, boosting therapy effectiveness and reducing health care costs.

In fiscal 2012, we launched the FICO® Mortgage Score Powered by CoreLogic which evaluates the traditional credit data from the national credit data repositories and the unique supplemental consumer credit data contained in the CoreLogic CoreScore™ credit report to deliver a more comprehensive and accurate view of a consumer's credit risk profile for loan prequalification and origination. This expands our growing portfolio of mortgage solutions, which includes the FICO® Strategic Default Custom Analytic, which evaluates Automated Valuation Model data combined with traditional credit data to predict the likelihood that consumers who can afford to pay their mortgage will decide to default in response to (or in anticipation of) reaching negative home equity.

We have also developed scoring systems for insurance underwriters and marketers. Such systems use the same underlying statistical technology as our FICO® risk scores, but are designed to predict applicant or policyholder insurance loss ratio for automobile or homeowners' coverage. Our insurance scores are available in the U.S. from TransUnion, Experian, Equifax and ChoicePoint, Inc., and in Canada from Equifax. We also offer an insurance score called the Property PredictR™ score, which analyzes property inspection database data from an insurance services provider, Millennium Information Services, Inc., to calculate the loss risk of a property.

We provide credit bureau scoring services and related consulting directly to users in banking through the FICO® PreScore® service for prescreening solicitation candidates and the FICO® Score Delivery Service for account review.

Through our myFICO® service, we provide solutions based on our analytics to consumers, sold directly by us or through distribution partners. Consumers can use the myFICO.com website to purchase their FICO® Scores, the credit reports underlying the scores, explanations of the factors affecting their scores, and customized advice on how to manage their scores. Customers can use the myFICO service to simulate how taking specific actions would affect their FICO Score. Consumers can also purchase Equifax's Score Watch® subscriptions, which deliver alerts via email and short message service or text messages when the user's scores or balances change. The myFICO products and subscription offerings are available online at [www.myfico.com](http://www.myfico.com) in partnership with two major U.S. credit reporting agencies: Equifax and TransUnion. The myFICO products and subscription offerings are also available to consumers through lenders, financial portals and numerous other partners.

## Tools

We provide software products that businesses use to build their own tailored Decision Management applications. In contrast to our packaged Applications developed for specific industry applications, our Tools support the addition of Decision Management capabilities to virtually any application or operational system. These tools are sold as licensed software, and can be used by themselves or together to advance a client's Decision Management initiatives. We use these tools as common software components for our own Decision Management applications, described above in the Applications section. They are also key components of our Decision Management architecture, described in the Technology section. We also partner with third-party providers within given industry markets and with major software companies to embed our tools within existing applications.

The principal products offered are software tools for:

- *Rules Management.* The FICO® Blaze Advisor® business rules management system is used to design, develop, execute and maintain rules-based business applications. The Blaze Advisor system enables business users to propose and preview the impact of changes to decisioning logic, to review and approve proposed changes, and commit those changes to production decisioning, all without demanding IT cycles. The Blaze Advisor system is sold as an end-user tool and is also the rules engine within several of our Decision Management applications. The Blaze Advisor system, available in six languages, is a multi-platform solution that: embeds rules management within existing applications; supports Web Services and SOA, Java 2 Enterprise Edition (J2EE) platforms, Microsoft .NET and COBOL for z/OS mainframes; and is the first rules engine to support Java, .NET and COBOL deployment of the same rules. It also incorporates the exclusive Rete III rules execution technology, which improves the efficiency and speed with which the Blaze Advisor system is able to process and execute complex, high-volume business rules.
- *Predictive Modeling.* In fiscal year 2012 we introduced FICO® Model Central™ Solution, a comprehensive offering to help banks and other organizations, including insurance, retail and health care companies, maximize the power of their predictive models and meet stricter regulations for model management. It complements FICO® Model Builder, which enables the user to develop and deploy sophisticated predictive models for use in automated decisions as well as complete scoring routines, such as variable generation, segment logic, scoring, calibration and reason codes. This software is based on the methodology and tools FICO uses to build both client-level and industry-level predictive models and scorecards, which we have developed over more than 40 years, and includes additional algorithms for rapidly discovering variable relationships, predictive interactions and optimal segmentation. The predictive models produced can be embedded in custom production applications or one of our Decision Management applications and can also be executed in the FICO® Blaze Advisor system.
- *Optimization.* FICO® Xpress Optimization Suite provides operations research professionals with world-class solvers and high-productivity tools to quickly design and deliver custom, mathematically optimal solutions for a wide range of industry problems. Xpress includes a powerful modeling and programming language, with robust scalability, to quickly model and solve even the largest optimization problems. Xpress tools are licensed to end users, consultants and independent software vendors in several industries, and are a core component within FICO® Decision Optimizer. Decision Optimizer is a software tool that enables complex, large-scale optimizations involving dozens of networked action-effect models, and enables exploration and simulation of many optimized scenarios along an efficient frontier of options. The data-driven strategies produced by these tools can be executed by the FICO® Blaze Advisor® system or one of our Decision Management applications.

## COMPETITION

The market for our advanced solutions is intensely competitive and is constantly changing. Our competitors vary in size and in the scope of the products and services they offer. We encounter competition from a number of sources, including:

- in-house analytic and systems developers;
- scoring model builders;
- enterprise resource planning (“ERP”) and customer relationship management (“CRM”) packaged solutions providers;
- business intelligence solutions providers;
- business process management and business rules management providers;
- providers of credit reports and credit scores;
- providers of automated application processing services;
- data vendors;
- neural network developers and artificial intelligence system builders;
- third-party professional services and consulting organizations;
- providers of account/workflow management software;
- software companies supplying modeling, rules, or analytic development tools; and
- providers of cloud-based customer engagement and risk intervention solutions.

We believe that none of our competitors offers the same mix of products as we do, has the same expertise in predictive analytics and their integration with Decision Management software, and can offer the enhanced lifecycle management capabilities we offer in areas like banking. However, certain competitors may have larger shares of particular geographic or product markets.

### *Applications*

The competition for our Applications varies by both application and industry.

In the marketing services market, we compete with Acxiom, Epsilon, Equifax, Experian, Harte-Hanks, InfoUSA, KnowledgeBase, Merkle and TargetBase, among others. We also compete with traditional advertising agencies and companies’ own internal information technology and analytics departments.

In the origination market, we compete with Experian, Equifax, and CGI, among others.

In the customer management market, we compete with Experian, among others.

In the fraud solutions market for banking, we compete primarily with Actimize, a division of NICE Systems, Experian, Detica, a division of BAE, SAS and ACI Worldwide. In the fraud solutions market for health care insurance, we compete with Emdeon, Ingenix, ViPS, MedStat, Detica, a division of BAE, SAS, Verisk Analytics and IBM. Verisk Analytics and SAS also compete in the property and casualty insurance claims fraud market.

In the collections and recovery solutions market, we compete with both outside suppliers and in-house scoring and computer systems departments for software and ASP servicing. Major competitors include CGI, Experian, and various boutique firms, along with the three major U.S. credit reporting agencies and Experian-Scorex for scoring and optimization projects.

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### **Scores**

In this segment, we compete with both outside suppliers and in-house analytics and computer systems departments for scoring business. Major competitors among outside suppliers of scoring models include the three major credit reporting agencies in the U.S. and Canada, which are also our partners in offering our scoring solutions; Experian and Experian-Scorex (U.S. partner), TransUnion and TransUnion International, Equifax, VantageScore (a joint venture entity established by the major U.S. credit reporting agencies), CRIF and other credit reporting agencies outside the United States; and other data providers like LexisNexis and ChoicePoint, some of which also represent FICO partners.

For our direct-to-consumer services that deliver credit scores, credit reports and consumer credit education services, we compete with our credit reporting agency partners and their affiliated companies, as well as with Trilegiant, InterSections and others.

### **Tools**

Our primary competitors in this segment include IBM, SAS, Pegasystems and Angoss.

### **Competitive Factors**

We believe the principal competitive factors affecting our markets include: technical performance; access to unique proprietary databases; availability in ASP format; product attributes like adaptability, scalability, interoperability, functionality and ease-of-use; product price; customer service and support; the effectiveness of sales and marketing efforts; existing market penetration; and our reputation. Although we believe our products and services compete favorably with respect to these factors, we may not be able to maintain our competitive position against current and future competitors.

## **MARKETS AND CUSTOMERS**

Our products and services serve clients in multiple industries, including primarily banking, insurance, retail and healthcare. End users of our products include 92 of the 100 largest financial institutions in the United States, and more than half of the largest 100 banks in the world. Our clients also include more than 600 insurers, including the top ten U.S. property and casualty insurers; more than 400 retailers and general merchandisers, including about one-third of the top 100 U.S. retailers; more than 100 government or public agencies; and more than 150 healthcare and pharmaceuticals companies, including nine of the world's top ten pharmaceuticals companies. All of the top ten companies on the 2012 *Fortune* 500 list use FICO's solutions.

In addition, our consumer services are marketed to an estimated 200 million U.S. consumers whose credit relationships are reported to the three major credit reporting agencies.

In the United States, we market our products and services primarily through our own direct sales organization that is organized around vertical markets. Sales groups are based in our headquarters and in field offices strategically located both in and outside the United States. We also market our products through indirect channels, including alliance partners and other resellers.

During fiscal 2012, 2011 and 2010, revenues generated from our agreements with Equifax, TransUnion and Experian collectively accounted for 18%, 18%, and 20% of our total revenues, respectively.

Outside the United States, we market our products and services primarily through our subsidiary sales organizations. Our subsidiaries license and support our products in their local countries as well as within other foreign countries where we do not operate through a direct sales subsidiary. We also market our products through resellers and independent distributors in international territories not covered by our subsidiaries' direct sales organizations.

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Our largest market segments outside the United States are the United Kingdom and Canada. In addition, we have delivered products to users in over 90 countries.

Revenues from international customers, including end users and resellers, amounted to 39%, 37% and 35% of our total revenues in fiscal 2012, 2011 and 2010, respectively. See Note 17 to the accompanying consolidated financial statements for a summary of our operating segments and geographic information.

### TECHNOLOGY

We specialize in analytics, software and data management technologies that analyze data and drive business processes and decision strategies. We maintain active research in a number of fields for the purposes of deriving greater insight and predictive value from data, making various forms of data more usable and valuable to the model-building process, and automating and applying analytics to the various processes involved in making high-volume decisions in real time.

Because of our pioneering work in credit scoring and fraud detection, we are widely recognized as a leader in predictive analytics. In all our work, we believe that our tools and processes are among the very best commercially available, and that we are uniquely able to integrate advanced analytic, software and data technologies into mission-critical business solutions that offer superior returns on investment.

Recent product releases support our integrated technical architecture for Decision Management, which ensures interoperability across FICO systems. Our intention is to bring greater flexibility, higher analytic performance and better decisions across the lifecycle. Building on FICO's broad and deep experience in developing Decision Management applications, the architecture is service-oriented, designed for easy standards-based integration with our clients' core systems and will support and deliver ever more powerful analytics that operate both within specific stages of the customer lifecycle and across them. This Decision Management architecture contains capabilities from existing FICO products, from new and existing components and from third-party providers. We have developed the architecture's components and are continuing to migrate our software products onto the architecture. This migration takes the form of successive product releases that also provide immediate client value through added functionality.

The technologies listed below are all supported by the Decision Management architecture, which will create tighter integration between our Decision Management Applications and our Tools.

#### **Principal Areas of Expertise**

*Predictive Modeling.* Predictive modeling identifies and mathematically represents underlying relationships in historical data in order to explain the data and make predictions or classifications about future events. Our models summarize large quantities of data to amplify its value. Predictive models typically analyze current and historical data on individuals to produce easily understood metrics such as scores. These scores rank-order individuals by likely future performance, e.g., their likelihood of making credit payments on time, or of responding to a particular offer for services. We also include in this category models that detect the likelihood of a transaction being fraudulent. Our predictive models are frequently operationalized in mission-critical transactional systems and drive decisions and actions in near real time. A number of analytic methodologies underlie our products in this area. These include proprietary applications of both linear and nonlinear mathematical programming algorithms, in which one objective is optimized within a set of constraints, and advanced "neural" systems, which learn complex patterns from large data sets to predict the probability that a new individual will exhibit certain behaviors of business interest. We also apply various related statistical techniques for analysis and pattern detection within large datasets.

*Decision Analysis and Optimization.* Decision analysis refers to the broad quantitative field that deals with modeling, analyzing and optimizing decisions made by individuals, groups and organizations. Whereas predictive models analyze multiple aspects of individual behavior to forecast future behavior, decision analysis

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analyzes multiple aspects of a given decision to identify the most effective action to take to reach a desired result. We have developed an integrated approach to decision analysis that incorporates the development of a decision model that mathematically maps the entire decision structure; proprietary optimization technology that identifies the most effective strategies, given both the performance objective and constraints; the development of designed testing required for active, continuous learning; and the robust extrapolation of an optimized strategy to a wider set of scenarios than historically encountered. Our optimization capabilities also include a proprietary mathematical modeling and programming language, an easy-to-use development environment, and a state-of-the-art set of optimization algorithms. These capabilities allow us to solve a large variety of optimization problems across all industries.

*Transaction Profiling.* Transaction profiling is a patent-protected technique used to extract meaningful information and reduce the complexity of transaction data used in modeling. Many of our products operate using transactional data, such as credit card purchase transactions, or other types of data that change over time. In its raw form, this data is very difficult to use in predictive models for several reasons. First, an isolated transaction contains very little information about the behavior of the individual who generated the transaction. In addition, transaction patterns change rapidly over time. Finally, this type of data can often be highly complex. To overcome these issues, we have developed a set of proprietary techniques that transform raw transactional data into a mathematical representation that reveals latent information, and which make the data more usable by predictive models. This profiling technology accumulates data across multiple transactions of many types to create and update profiles of transaction patterns. These profiles enable our neural network models to efficiently and effectively make accurate assessments of, for example, fraud risk and credit risk within real-time transaction streams.

*Customer Data Integration.* Decisions made on customers or prospects can benefit from data stored in multiple sources, both inside and outside the enterprise. We have focused on developing data integration processes that are able to assemble and integrate those disparate data sources into a unified view of the customer or household, through the application of persistent keying technology. Through our acquisition of Entiera in May 2012, we now have the capability to store unstructured customer data — commonly referred to as Big Data — and enable business clients to use this data to develop more targeted customer communications.

*Decision Management Software.* In order to make a decision strategy operational, the various steps and rules need to be programmed or exported into the business's software infrastructure, where it can communicate with front-end, customer-facing systems and back-end systems such as billing systems. We have developed software systems, sometimes known as decision engines and business rules management systems, which perform the necessary functions to execute a decision strategy. Our software includes very efficient programs for these functions, facilitating, for example, business user definition of extremely complex decision strategies using graphic user interfaces; simultaneous testing of hundreds of decision strategies in "champion/challenger" (test/control) mode; high-volume processing and analysis of transactions in real time; integration of multiple data sources; and execution of predictive models for improved behavior forecasts and finer segmentation. Decision Management software is an integral part of our Decision Management Applications, described earlier. Through our acquisition of Adepra in September 2012, we now have advanced technology for customer engagement, which enables the execution of decisions and customer contact through SMS, email, mobile applications and other channels.

## **Research and Development Activities**

Our research and development expenses were \$59.5 million, \$62.1 million and \$73.6 million in fiscal 2012, 2011 and 2010, respectively. We believe that our future success depends on our ability to continually maintain and improve our core technologies, enhance our existing products, and develop new products and technologies that meet an expanding range of markets and customer requirements. In the development of new products and enhancements to existing products, we use our own development tools extensively.

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We have traditionally relied primarily on the internal development of our products. Based on timing and cost considerations; however, we have acquired, and in the future may consider acquiring, technology or products from third parties.

### **PRODUCT PROTECTION AND TRADEMARKS**

We rely on a combination of patent, copyright, trademark and trade secret laws and confidentiality agreements and procedures to protect our proprietary rights.

We retain the title to and protect the suite of models and software used to develop scoring models as a trade secret. We also restrict access to our source code and limit access to and distribution of our software, documentation and other proprietary information. We have generally relied upon the laws protecting trade secrets and upon contractual nondisclosure safeguards and restrictions on transferability to protect our software and proprietary interests in our product and service methodology and know-how. Our confidentiality procedures include invention assignment and proprietary information agreements with our employees and independent contractors, and nondisclosure agreements with our distributors, strategic partners and customers. We also claim copyright protection for certain proprietary software and documentation.

We have patents on many of our technologies and have patent applications pending on other technologies. The patents we hold may not be upheld as valid and may not prevent the development of competitive products. In addition, patents may never be issued on our pending patent applications or on any future applications that we may submit. We currently hold 121 U.S. and 13 foreign patents with 89 applications pending.

Despite our precautions, it may be possible for competitors or users to copy or reproduce aspects of our software or to obtain information that we regard as trade secrets. In addition, the laws of some foreign countries do not protect proprietary rights to the same extent as do the laws of the United States. Patents and other protections for our intellectual property are important, but we believe our success and growth will depend principally on such factors as the knowledge, ability, experience and creative skills of our personnel, new products, frequent product enhancements and name recognition.

We have developed technologies for research projects conducted under agreements with various United States government agencies or their subcontractors. Although we have acquired commercial rights to these technologies, the United States government typically retains ownership of intellectual property rights and licenses in the technologies that we develop under these contracts. In some cases, the United States government can terminate our rights to these technologies if we fail to commercialize them on a timely basis. In addition, under United States government contracts, the government may make the results of our research public, which could limit our competitive advantage with respect to future products based on funded research.

We have used, registered and/or applied to register certain trademarks and service marks for our technologies, products and services. We currently have 28 trademarks registered in the U.S. and select foreign countries.

### **PERSONNEL**

As of September 30, 2012, we employed 2,315 persons worldwide. Of these, 307 full-time employees were located in our Minneapolis and Arden Hills, Minnesota offices, 297 full-time employees were located in our San Diego, California office, 225 full-time employees were located in our San Rafael, California office, 411 full-time employees were located in our India-based office and 260 full-time employees were located in our United Kingdom-based offices. None of our employees are covered by a collective bargaining agreement, and no work stoppages have been experienced.

Information regarding our executive officers is included in Item 10 of this report.

**Item 1A. Risk Factors**

**Risks Related to Our Business**

***We have expanded the pursuit of our Decision Management strategy, and we may not be successful, which could cause our growth prospects and results of operations to suffer.***

We have expanded the pursuit of our business objective to become a leader in helping businesses automate and improve decisions across their enterprises, an approach that we commonly refer to as Decision Management, or “DM.” Our DM strategy is designed to enable us to increase our business by selling multiple products to clients, as well as to enable the development of custom client solutions that may lead to opportunities to develop new proprietary scores or other new proprietary products. The market may be unreceptive to this general DM business approach, including being unreceptive to purchasing multiple products from us or unreceptive to our customized solutions. If our DM strategy is not successful, we may not be able to grow our business, growth may occur more slowly than we anticipate or our revenues and profits may decline.

***We derive a substantial portion of our revenues from a small number of products and services, and if the market does not continue to accept these products and services, our revenues will decline.***

We expect that revenues derived from our scoring solutions, fraud solutions, customer management solutions and tools will continue to account for a substantial portion of our total revenues for the foreseeable future. Our revenues will decline if the market does not continue to accept these products and services. Factors that might affect the market acceptance of these products and services include the following:

- changes in the business analytics industry;
- changes in technology;
- our inability to obtain or use key data for our products;
- saturation or contraction of market demand;
- loss of key customers;
- industry consolidation;
- failure to execute our selling approach; and
- inability to successfully sell our products in new vertical markets.

***If we are unable to access new markets or develop new distribution channels, our business and growth prospects could suffer.***

We expect that part of the growth that we seek to achieve through our DM strategy will be derived from the sale of DM products and service solutions in industries and markets we do not currently serve. We also expect to grow our business by delivering our DM solutions through additional distribution channels. If we fail to penetrate these industries and markets to the degree we anticipate utilizing our DM strategy, or if we fail to develop additional distribution channels, we may not be able to grow our business, growth may occur more slowly than we anticipate or our revenues and profits may decline.

***If we are unable to develop successful new products or if we experience defects, failures and delays associated with the introduction of new products, our business could suffer serious harm.***

Our growth and the success of our DM strategy depend upon our ability to develop and sell new products or suites of products. If we are unable to develop new products, or if we are not successful in introducing new products, we may not be able to grow our business, or growth may occur more slowly than we anticipate. In addition, significant undetected errors or delays in new products or new versions of products may affect market acceptance of our products and could harm our business, financial condition or results of operations. In the past, we have experienced delays while developing and introducing new products and product enhancements,

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primarily due to difficulties developing models, acquiring data and adapting to particular operating environments. We have also experienced errors or “bugs” in our software products, despite testing prior to release of the products. Software errors in our products could affect the ability of our products to work with other hardware or software products, could delay the development or release of new products or new versions of products and could adversely affect market acceptance of our products. Errors or defects in our products that are significant, or are perceived to be significant, could result in rejection of our products, damage to our reputation, loss of revenues, diversion of development resources, an increase in product liability claims, and increases in service and support costs and warranty claims.

***We rely on relatively few customers, as well as our contracts with the three major credit reporting agencies, for a significant portion of our revenues and profits. The businesses of our largest customers depend, in large part, on favorable macroeconomic conditions. If these customers are negatively impacted by the continued global economic downturn or the terms of these relationships otherwise change, our revenues and operating results could decline.***

Most of our customers are relatively large enterprises, such as banks, credit card processors, insurance companies, healthcare firms and retailers. As a result, many of our customers and potential customers are significantly larger than we are and may have sufficient bargaining power to demand reduced prices and favorable nonstandard terms.

In addition, the global financial markets have continued to suffer substantial stress, volatility, illiquidity and disruption. The potential for increased and continuing economic disruption presents considerable risks to our business, including potential bankruptcies or credit deterioration of financial institutions with which we have substantial relationships. Such disruption would result in a continued decline in the volume of transactions that we execute for our customers.

We also derive a substantial portion of our revenues and operating income from our contracts with the three major credit reporting agencies, TransUnion, Equifax and Experian, and other parties that distribute our products to certain markets. The loss of or a significant change in a relationship with one of these credit reporting agencies with respect to their distribution of our products or with respect to our myFICO® offerings, the loss of or a significant change in a relationship with a major customer, the loss of or a significant change in a relationship with a significant third-party distributor or the delay of significant revenues from these sources, could have a material adverse effect on our revenues and results of operations.

***We rely on relationships with third parties for marketing, distribution and certain services. If we experience difficulties in these relationships, our future revenues may be adversely affected.***

Most of our products rely on distributors, and we intend to continue to market and distribute our products through existing and future distributor relationships. Our Scores segment relies on, among others, TransUnion, Equifax and Experian. Failure of our existing and future distributors to generate significant revenues, demands by such distributors to change the terms on which they offer our products or our failure to establish additional distribution or sales and marketing alliances could have a material adverse effect on our business, operating results and financial condition. In addition, certain of our distributors presently compete with us and may compete with us in the future either by developing competitive products themselves or by distributing competitive offerings. For example, TransUnion, Equifax and Experian have developed a credit scoring product to compete directly with our products and are collectively attempting to sell the product. Competition from distributors or other sales and marketing partners could significantly harm sales of our products and services.

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### ***Our acquisition and divestiture activities may disrupt our ongoing business and may involve increased expenses, and we may not realize the financial and strategic goals contemplated at the time of a transaction.***

We have acquired and expect to continue to acquire companies, businesses, products, services and technologies. Acquisitions involve significant risks and uncertainties, including:

- our ongoing business may be disrupted and our management's attention may be diverted by acquisition, transition or integration activities;
- an acquisition may not further our business strategy as we expected, we may not integrate an acquired company or technology as successfully as we expected or we may overpay for our investments, or otherwise not realize the expected return which could adversely affect our business or operating results;
- we may be unable to retain the key employees, customers and other business partners of the acquired operation;
- we may have difficulties entering new markets where we have no or limited direct prior experience or where competitors may have stronger market positions;
- our operating results or financial condition may be adversely impacted by claims or liabilities we assume from an acquired company, business, product or technology, including claims from government agencies, terminated employees, current or former customers, former stockholders or other third parties; pre-existing contractual relationships of an acquired company we would not have otherwise entered into; unfavorable revenue recognition or other accounting treatment as a result of an acquired company's practices; and intellectual property claims or disputes;
- we may fail to identify or assess the magnitude of certain liabilities or other circumstances prior to acquiring a company, business, product or technology, which could result in unexpected litigation or regulatory exposure, unfavorable accounting treatment, unexpected increases in taxes due, a loss of anticipated tax benefits or other adverse effects on our business, operating results or financial condition;
- we may not realize the anticipated increase in our revenues from an acquisition for a number of reasons, including if a larger than predicted number of customers decline to renew their contracts, if we are unable to sell the acquired products to our customer base or if contract models of an acquired company do not allow us to recognize revenues on a timely basis;
- we may have difficulty incorporating acquired technologies or products with our existing product lines and maintaining uniform standards, architecture, controls, procedures and policies;
- our use of cash to pay for acquisitions may limit other potential uses of our cash, including stock repurchases, dividend payments and retirement of outstanding indebtedness;
- to the extent we issue a significant amount of equity securities in connection with future acquisitions, existing stockholders may be diluted and earnings per share may decrease; and
- we may experience additional or unexpected changes in how we are required to account for our acquisitions pursuant to U.S. generally accepted accounting principles, including arrangements we assume from an acquisition.

We have also divested ourselves of businesses in the past and may do so again in the future. Divestitures involve significant risks and uncertainties, including:

- disruption of our ongoing business;
- reductions of our revenues or earnings per share;
- unanticipated liabilities, legal risks and costs;
- the potential loss of key personnel;

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- distraction of management from our ongoing business; and
- impairment of relationships with employees and customers as a result of migrating a business to new owners.

Because acquisitions and divestitures are inherently risky, our transactions may not be successful and may have a material adverse effect on our business, results of operations, financial condition or cash flows. Acquisitions of businesses having a significant presence outside the U.S. will increase our exposure to the risks of conducting operations in international markets.

### ***Charges to earnings resulting from acquisitions may adversely affect our operating results.***

Under business combination accounting standards, we recognize the identifiable assets acquired and the liabilities assumed in acquired companies generally at their acquisition date fair values and separately from goodwill. Goodwill is measured as the excess amount of consideration transferred, which is also generally measured at fair value, and the net of the amounts of the identifiable assets acquired and the liabilities assumed as of the acquisition date. Our estimates of fair value are based upon assumptions believed to be reasonable but which are inherently uncertain. After we complete an acquisition, the following factors could result in material charges and adversely affect our operating results and may adversely affect our cash flows:

- impairment of goodwill or intangible assets, or a reduction in the useful lives of intangible assets acquired;
- amortization of intangible assets acquired;
- identification of, or changes to, assumed contingent liabilities, both income tax and non-income tax related, after our final determination of the amounts for these contingencies or the conclusion of the measurement period (generally up to one year from the acquisition date), whichever comes first;
- costs incurred to combine the operations of companies we acquire, such as transitional employee expenses and employee retention, redeployment or relocation expenses;
- charges to our operating results to maintain certain duplicative pre-merger activities for an extended period of time or to maintain these activities for a period of time that is longer than we had anticipated, charges to eliminate certain duplicative pre-merger activities, and charges to restructure our operations or to reduce our cost structure; and
- charges to our operating results resulting from expenses incurred to effect the acquisition.

Substantially all of these costs will be accounted for as expenses that will decrease our net income and earnings per share for the periods in which those costs are incurred. Charges to our operating results in any given period could differ substantially from other periods based on the timing and size of our future acquisitions and the extent of integration activities. A more detailed discussion of our accounting for business combinations and other items is presented in the “Critical Accounting Policies and Estimates” section of Management’s Discussion and Analysis of Financial Condition and Results of Operations (Item 7).

### ***Our reengineering initiative may cause our growth prospects and profitability to suffer.***

As part of our management approach, we implemented an ongoing reengineering initiative designed to grow revenues through strategic resource allocation and improve profitability through cost reductions. Our reengineering initiative may not be successful over the long term as a result of our failure to reduce expenses at the anticipated level, or a lower, or no, positive impact on revenues from strategic resource allocation. If our reengineering initiative is not successful over the long term, our revenues, results of operations and business may suffer.

***The occurrence of certain negative events may cause fluctuations in our stock price.***

The market price of our common stock may be volatile and could be subject to wide fluctuations due to a number of factors, including variations in our revenues and operating results. We believe that you should not rely on period-to-period comparisons of financial results as an indication of future performance. Because many of our operating expenses are fixed and will not be affected by short-term fluctuations in revenues, short-term fluctuations in revenues may significantly impact operating results. Additional factors that may cause our stock price to fluctuate include the following:

- variability in demand from our existing customers;
- failure to meet the expectations of market analysts;
- changes in recommendations by market analysts;
- the lengthy and variable sales cycle of many products, combined with the relatively large size of orders for our products, increases the likelihood of short-term fluctuation in revenues;
- consumer dissatisfaction with, or problems caused by, the performance of our products;
- the timing of new product announcements and introductions in comparison with our competitors;
- the level of our operating expenses;
- changes in competitive and other conditions in the consumer credit, banking and insurance industries;
- fluctuations in domestic and international economic conditions;
- our ability to complete large installations on schedule and within budget;
- acquisition-related expenses and charges; and
- timing of orders for and deliveries of software systems.

In addition, the financial markets have experienced significant price and volume fluctuations that have particularly affected the stock prices of many technology companies and financial services companies, and these fluctuations sometimes have been unrelated to the operating performance of these companies. Broad market fluctuations, as well as industry-specific and general economic conditions may negatively affect our business and require us to record an impairment charge related to goodwill, which could adversely affect our results of operations, stock price and business.

***Our products have long and variable sales cycles. If we do not accurately predict these cycles, we may not forecast our financial results accurately, and our stock price could be adversely affected.***

We experience difficulty in forecasting our revenues accurately because the length of our sales cycles makes it difficult for us to predict the quarter in which sales will occur. In addition, our selling approach is complex as we look to sell multiple products and services across our customers' organizations. This makes forecasting of revenues in any given period more difficult. As a result of our sales approach and lengthening sales cycles, revenues and operating results may vary significantly from period to period. For example, the sales cycle for licensing our products typically ranges from 60 days to 18 months. Customers are often cautious in making decisions to acquire our products because purchasing our products typically involves a significant commitment of capital and may involve shifts by the customer to a new software and/or hardware platform or changes in the customer's operational procedures. This may cause customers, particularly those experiencing financial stress, to make purchasing decisions more cautiously. Delays in completing sales can arise while customers complete their internal procedures to approve large capital expenditures and test and accept our applications. Consequently, we face difficulty predicting the quarter in which sales to expected customers will occur and experience fluctuations in our revenues and operating results. If we are unable to accurately forecast our revenues, our stock price could be adversely affected.

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***We typically have revenue-generating transactions concentrated in the final weeks of a quarter, which may prevent accurate forecasting of our financial results and cause our stock price to decline.***

Large portions of our software license agreements are consummated in the weeks immediately preceding quarter end. Before these agreements are consummated, we create and rely on forecasted revenues for planning, modeling and earnings guidance. Forecasts, however, are only estimates and actual results may vary for a particular quarter or longer periods of time. Consequently, significant discrepancies between actual and forecasted results could limit our ability to plan, budget or provide accurate guidance, which could adversely affect our stock price. Any publicly-stated revenue or earnings projections are subject to this risk.

***The failure to recruit and retain additional qualified personnel could hinder our ability to successfully manage our business.***

Our DM strategy and our future success will depend in large part on our ability to attract and retain experienced sales, consulting, research and development, marketing, technical support and management personnel. The complexity of our products requires highly trained customer service and technical support personnel to assist customers with product installation and deployment. The labor market for these individuals is very competitive due to the limited number of people available with the necessary technical skills and understanding and may become more competitive with general market and economic improvement. We cannot be certain that our compensation strategies will be perceived as competitive by current or prospective employees. This could impair our ability to recruit and retain personnel. We have experienced difficulty in recruiting qualified personnel, especially technical, sales and consulting personnel, and we may need additional staff to support new customers and/or increased customer needs. We may also recruit skilled technical professionals from other countries to work in the United States. Limitations imposed by immigration laws in the United States and abroad and the availability of visas in the countries where we do business could hinder our ability to attract necessary qualified personnel and harm our business and future operating results. There is a risk that even if we invest significant resources in attempting to attract, train and retain qualified personnel, we will not succeed in our efforts, and our business could be harmed. The failure of the value of our stock to appreciate may adversely affect our ability to use equity and equity based incentive plans to attract and retain personnel, and may require us to use alternative and more expensive forms of compensation for this purpose.

***The failure to obtain certain forms of model construction data from our customers or others could harm our business.***

We must develop or obtain a reliable source of sufficient amounts of current and statistically relevant data to analyze transactions and update our products. In most cases, these data must be periodically updated and refreshed to enable our products to continue to work effectively in a changing environment. We do not own or control much of the data that we require, most of which is collected privately and maintained in proprietary databases. Customers and key business alliances provide us with the data we require to analyze transactions, report results and build new models. Our DM strategy depends in part upon our ability to access new forms of data to develop custom and proprietary analytic tools. If we fail to maintain sufficient data sourcing relationships with our customers and business alliances, or if they decline to provide such data due to legal privacy concerns, competition concerns, prohibitions or a lack of permission from their customers, we could lose access to required data and our products, and the development of new products might become less effective. Third parties have asserted copyright interests in these data, and these assertions, if successful, could prevent us from using these data. Any interruption of our supply of data could seriously harm our business, financial condition or results of operations.

***We will continue to rely upon proprietary technology rights, and if we are unable to protect them, our business could be harmed.***

Our success depends, in part, upon our proprietary technology and other intellectual property rights. To date, we have relied primarily on a combination of copyright, patent, trade secret, and trademark laws, and nondisclosure and other contractual restrictions on copying and distribution to protect our proprietary technology.

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This protection of our proprietary technology is limited, and our proprietary technology could be used by others without our consent. In addition, patents may not be issued with respect to our pending or future patent applications, and our patents may not be upheld as valid or may not prevent the development of competitive products. Any disclosure, loss, invalidity of, or failure to protect our intellectual property could negatively impact our competitive position, and ultimately, our business. There can be no assurance that our protection of our intellectual property rights in the United States or abroad will be adequate or that others, including our competitors, will not use our proprietary technology without our consent. Furthermore, litigation may be necessary to enforce our intellectual property rights, to protect our trade secrets, or to determine the validity and scope of the proprietary rights of others. Such litigation could result in substantial costs and diversion of resources and could harm our business, financial condition or results of operations.

Some of our technologies were developed under research projects conducted under agreements with various U.S. government agencies or subcontractors. Although we have commercial rights to these technologies, the U.S. government typically retains ownership of intellectual property rights and licenses in the technologies developed by us under these contracts, and in some cases can terminate our rights in these technologies if we fail to commercialize them on a timely basis. Under these contracts with the U.S. government, the results of research may be made public by the government, limiting our competitive advantage with respect to future products based on our research.

### ***If we are subject to infringement claims, it could harm our business.***

We expect that products in the industry segments in which we compete, including software products, will increasingly be subject to claims of patent and other intellectual property infringement as the number of products and competitors in our industry segments grow. We may need to defend claims that our products infringe intellectual property rights, and as a result we may:

- incur significant defense costs or substantial damages;
- be required to cease the use or sale of infringing products;
- expend significant resources to develop or license a substitute non-infringing technology;
- discontinue the use of some technology; or
- be required to obtain a license under the intellectual property rights of the third party claiming infringement, which license may not be available or might require substantial royalties or license fees that would reduce our margins.

### ***Breaches of security, or the perception that e-commerce is not secure, could harm our business.***

Our business requires the appropriate and secure utilization of consumer and other sensitive information. Internet-based electronic commerce requires the secure transmission of confidential information over public networks, and several of our products are accessed through the Internet, including our consumer services accessible through the [www.myfico.com](http://www.myfico.com) website. Security breaches in connection with the delivery of our products and services, including products and services utilizing the Internet, or well-publicized security breaches, and the trend toward broad consumer and general public notification of such incidents, could significantly harm our business, financial condition or results of operations. We cannot be certain that advances in criminal capabilities, discovery of new vulnerabilities, attempts to exploit vulnerabilities in our systems, data thefts, physical system or network break-ins or inappropriate access, or other developments will not compromise or breach the technology protecting the networks that access our net-sourced products, consumer services and proprietary database information.

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***Protection from system interruptions is important to our business. If we experience a sustained interruption of our telecommunication systems, it could harm our business.***

Systems or network interruptions could delay and disrupt our ability to develop, deliver or maintain our products and services, causing harm to our business and reputation and resulting in loss of customers or revenue. These interruptions can include fires, floods, earthquakes, power losses, equipment failures and other events beyond our control.

### **Risks Related to Our Industry**

***Our ability to increase our revenues will depend to some extent upon introducing new products and services. If the marketplace does not accept these new products and services, our revenues may decline.***

We have a significant share of the available market in portions of our Scores segment and for certain services in our Applications segment, specifically, the markets for account management services at credit card processors and credit card fraud detection software. To increase our revenues, we must enhance and improve existing products and continue to introduce new products and new versions of existing products that keep pace with technological developments, satisfy increasingly sophisticated customer requirements and achieve market acceptance. We believe much of the future growth of our business and the success of our DM strategy will rest on our ability to continue to expand into newer markets for our products and services. Such areas are relatively new to our product development and sales and marketing personnel. Products that we plan to market in the future are in various stages of development. We cannot assure you that the marketplace will accept these products. If our current or potential customers are not willing to switch to or adopt our new products and services, either as a result of the quality of these products and services or due to other factors, such as economic conditions, our revenues will decrease.

***If we fail to keep up with rapidly changing technologies, our products could become less competitive or obsolete.***

In our markets, technology changes rapidly, and there are continuous improvements in computer hardware, network operating systems, programming tools, programming languages, operating systems, database technology and the use of the Internet. If we fail to enhance our current products and develop new products in response to changes in technology or industry standards, or if we fail to bring product enhancements or new product developments to market quickly enough, our products could rapidly become less competitive or obsolete. Our future success will depend, in part, upon our ability to:

- innovate by internally developing new and competitive technologies;
- use leading third-party technologies effectively;
- continue to develop our technical expertise;
- anticipate and effectively respond to changing customer needs;
- initiate new product introductions in a way that minimizes the impact of customers delaying purchases of existing products in anticipation of new product releases; and
- influence and respond to emerging industry standards and other technological changes.

***If our competitors introduce new products and pricing strategies, it could decrease our product sales and market share, or could pressure us to reduce our product prices in a manner that reduces our margins.***

We may not be able to compete successfully against our competitors, and this inability could impair our capacity to sell our products. The market for business analytics is new, rapidly evolving and highly competitive, and we expect competition in this market to persist and intensify. Our regional and global competitors vary in size and in the scope of the products and services they offer, and include:

- in-house analytic and systems developers;
- scoring model builders;
- enterprise resource planning (ERP) and customer relationship management (CRM) packaged solutions providers;
- business intelligence solutions providers;
- credit report and credit score providers;
- business process management solution providers;
- process modeling tools providers;
- automated application processing services providers;
- data vendors;
- neural network developers and artificial intelligence system builders;
- third-party professional services and consulting organizations;
- account/workflow management software providers; and
- software tools companies supplying modeling, rules, or analytic development tools.

We expect to experience additional competition from other established and emerging companies, as well as from other technologies. For example, certain of our fraud solutions products compete against other methods of preventing credit card fraud, such as credit cards that contain the cardholder's photograph, smart cards, cardholder verification and authentication solutions and other card authorization techniques. Many of our anticipated competitors have greater financial, technical, marketing, professional services and other resources than we do, and industry consolidation is creating even larger competitors in many of our markets. As a result, our competitors may be able to respond more quickly to new or emerging technologies and changes in customer requirements. They may also be able to devote greater resources than we can to develop, promote and sell their products. Many of these companies have extensive customer relationships, including relationships with many of our current and potential customers. Furthermore, new competitors or alliances among competitors may emerge and rapidly gain significant market share. For example, TransUnion, Equifax and Experian have formed an alliance that has developed a credit scoring product competitive with our products. If we are unable to respond as quickly or effectively to changes in customer requirements as our competition, our ability to expand our business and sell our products will be negatively affected.

Our competitors may be able to sell products competitive to ours at lower prices individually or as part of integrated suites of several related products. This ability may cause our customers to purchase products that directly compete with our products from our competitors. Price reductions by our competitors could negatively impact our margins, and could also harm our ability to obtain new long-term contracts and renewals of existing long-term contracts on favorable terms.

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***Legislation that is enacted by the U.S. Congress, the states, Canadian provinces, and other countries, and government regulations that apply to us or to our customers may expose us to liability, cause us to incur significant expense, affect our ability to compete in certain markets, limit the profitability of or demand for our products, or render our products obsolete. If these laws and regulations require us to change our current products and services, it could adversely affect our business and results of operations.***

Legislation and governmental regulation affect how our business is conducted and, in some cases, subject us to the possibility of government supervision and future lawsuits arising from our products and services. Globally, legislation and governmental regulation also influence our current and prospective customers' activities, as well as their expectations and needs in relation to our products and services. Both our core businesses and our newer initiatives are affected globally by federal, regional, provincial, state and other jurisdictional regulations, including those in the following significant regulatory areas:

- Use of data by creditors and consumer reporting agencies. Examples in the U.S. include the Fair Credit Reporting Act ("FCRA"), as amended by the Fair and Accurate Credit Transactions Act ("FACTA");
- Laws and regulations that limit the use of credit scoring models such as state "mortgage trigger" laws, state "inquiries" laws, state insurance restrictions on the use of credit based insurance scores, and the Consumer Credit Directive in the European Union;
- Fair lending laws, such as the Truth In Lending Act ("TILA") and Regulation Z, as amended by the Credit Card Accountability Responsibility and Disclosure Act of 2009 ("Credit CARD Act of 2009"), and the Equal Credit Opportunity Act ("ECOA") and Regulation B;
- Privacy and security laws and regulations that limit the use and disclosure of personally identifiable information or require security procedures, including but not limited to the provisions of the Financial Services Modernization Act of 1999, also known as the Gramm Leach Bliley Act ("GLBA"); the Health Insurance Portability and Accountability Act of 1996 ("HIPAA") as amended by the Health Information Technology for Economic and Clinical Health Act ("HITECH"); the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 ("USA Patriot Act"); identity theft, file freezing, security breach notification and similar state privacy laws;
- Extension of credit to consumers through the Electronic Fund Transfers Act and Regulation E, as well as nongovernmental VISA and MasterCard electronic payment standards;
- Regulations applicable to secondary market participants such as Fannie Mae and Freddie Mac that could have an impact on our products;
- Insurance laws and regulations applicable to our insurance clients and their use of our insurance products and services;
- The application or extension of consumer protection laws, including, laws governing the use of the Internet and telemarketing, advertising, endorsements and testimonials and credit repair;
- Laws and regulations applicable to operations in other countries, for example, the European Union's Privacy Directive and the Foreign Corrupt Practices Act;
- Sarbanes-Oxley Act ("SOX") requirements to maintain and verify internal process controls, including controls for material event awareness and notification;
- The implementation of the Emergency Economic Stabilization Act of 2008 by federal regulators to manage the financial crisis in the United States;
- Financial regulatory reform stemming from the Dodd-Frank Wall Street Reform and Consumer Protection Act and the many regulations mandated by that Act, including regulations issued by, and the supervisory authority of, the Bureau of Consumer Financial Protection ("CFPB"); and
- Laws and regulations regarding export controls as they apply to FICO products delivered in non-U.S. countries.

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In making credit evaluations of consumers, or in performing fraud screening or user authentication, our customers are subject to requirements of multiple jurisdictions, which may impose onerous and contradictory requirements. Privacy legislation such as GLBA or the European Union's Privacy Directive may also affect the nature and extent of the products or services that we can provide to customers, as well as our ability to collect, monitor and disseminate information subject to privacy protection. In addition to existing regulation, changes in legislative, judicial, regulatory or consumer environments could harm our business, financial condition or results of operations. These regulations and amendments to them could affect the demand for or profitability of some of our products, including scoring and consumer products. New regulations pertaining to financial institutions could cause them to pursue new strategies, reducing the demand for our products.

In response to market disruptions over the past several years, legislators and financial regulators implemented a number of mechanisms designed to add stability to the financial markets, including the provision of direct and indirect assistance to distressed financial institutions, assistance by the banking authorities in arranging acquisitions of weakened banks and broker-dealers, and implementation of programs by the Federal Reserve to provide liquidity to the commercial paper markets. The overall effects of these and other legislative and regulatory efforts on the financial markets are uncertain, and they may not have the intended stabilization effects. Should these or other legislative or regulatory initiatives fail to stabilize and add liquidity to the financial markets over the long term, our business, financial condition, results of operations and prospects could be materially and adversely affected. Whether or not legislative or regulatory initiatives or other efforts designed to address recent economic conditions successfully stabilize and add liquidity to the financial markets over the long term, we may need to modify our strategies, businesses or operations, and we may incur additional costs in order to compete in a changed business environment.

***Our revenues depend, to a great extent, upon conditions in the banking (including consumer credit) and insurance industries. If our client's industries continue to experience a downturn, it will likely harm our business, financial condition or results of operations.***

During fiscal 2012, 80% of our revenues were derived from sales of products and services to the banking and insurance industries. The continued global economic downturn has produced substantial stress, volatility, illiquidity and disruption of global credit and other financial markets, resulting in the bankruptcy or acquisition of, or government assistance to, several major domestic and international financial institutions. The potential for increased and continuing disruptions present considerable risks to our businesses and operations. These risks include potential bankruptcies or credit deterioration of financial institutions, many of which are our customers. Such increased or continuing disruption would result in a continued decline in the revenue we receive from financial and other institutions.

While the rate of account growth in the U.S. bankcard industry has been slowing and many of our large institutional customers have consolidated in recent years, we have generated most of our revenue growth from our bankcard-related scoring and account management businesses by selling and cross-selling our products and services to large banks and other credit issuers. As the banking industry continues to experience contraction in the number of participating institutions, we may have fewer opportunities for revenue growth due to reduced or changing demand for our products and services that support customer acquisition programs of our customers. In addition, industry contraction could affect the base of recurring revenues derived from contracts in which we are paid on a per-transaction basis as formerly separate customers combine their operations under one contract. There can be no assurance that we will be able to prevent future revenue contraction or effectively promote future revenue growth in our businesses.

While we are attempting to expand our sales of consumer credit and banking and insurance products and services into international markets, the risks are greater as these markets are also experiencing substantial disruption and we are less well-known in them.

## **Risk Related to External Conditions**

***Material adverse developments in global economic conditions, or the occurrence of certain other world events, could affect demand for our products and services and harm our business.***

Purchases of technology products and services and decisioning solutions are subject to adverse economic conditions. When an economy is struggling, companies in many industries delay or reduce technology purchases, and we experience softened demand for our decisioning solutions and other products and services. The continued global economic downturn has produced substantial stress, volatility, illiquidity and disruption of global credit and other financial markets. The widespread economic downturn negatively affected the businesses and purchasing decisions of companies in the industries we serve. The potential for increased and continuing disruptions present considerable risks to our businesses and operations. If global economic conditions experience stress and negative volatility, or if there is an escalation in regional or global conflicts or terrorism, we will likely experience reductions in the number of available customers and in capital expenditures by our remaining customers, longer sales cycles, deferral or delay of purchase commitments for our products and increased price competition, which may adversely affect our business, results of operations and liquidity.

Whether or not legislative or regulatory initiatives or other efforts successfully stabilize and add liquidity to the financial markets, we may need to modify our strategies, businesses or operations, and we may incur additional costs in order to compete in a changed business environment. Given the volatile nature of the global economic environment and the uncertainties underlying efforts to stabilize it, we may not timely anticipate or manage existing, new or additional risks, as well as contingencies or developments, which may include regulatory developments and trends in new products and services. Our failure to do so could materially and adversely affect our business, financial condition, results of operations and prospects.

***In operations outside the United States, we are subject to unique risks that may harm our business, financial condition or results of operations.***

A growing portion of our revenues is derived from international sales. During fiscal 2012, 39% of our revenues were derived from business outside the United States. As part of our growth strategy, we plan to continue to pursue opportunities outside the United States, including opportunities in countries with economic systems that are in early stages of development and that may not mature sufficiently to result in growth for our business. Accordingly, our future operating results could be negatively affected by a variety of factors arising out of international commerce, some of which are beyond our control. These factors include:

- general economic and political conditions in countries where we sell our products and services;
- difficulty in staffing and efficiently managing our operations in multiple geographic locations and in various countries;
- effects of a variety of foreign laws and regulations, including restrictions on access to personal information;
- import and export licensing requirements;
- longer payment cycles;
- reduced protection for intellectual property rights;
- currency fluctuations;
- changes in tariffs and other trade barriers; and
- difficulties and delays in translating products and related documentation into foreign languages.

There can be no assurance that we will be able to successfully address each of these challenges in the near term. Additionally, some of our business will be conducted in currencies other than the U.S. dollar. Foreign currency transaction gains and losses are not currently material to our cash flows, financial position or results of operations. However, an increase in our foreign revenues could subject us to increased foreign currency transaction risks in the future.

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In addition to the risk of depending on international sales, we have risks incurred in having research and development personnel located in various international locations. We currently have a substantial portion of our product development staff in international locations, some of which have political and developmental risks. If such risks materialize, our business could be damaged.

***Our anti-takeover defenses could make it difficult for another company to acquire control of FICO, thereby limiting the demand for our securities by certain types of purchasers or the price investors are willing to pay for our stock.***

Certain provisions of our Restated Certificate of Incorporation, as amended, could make a merger, tender offer or proxy contest involving us difficult, even if such events would be beneficial to the interests of our stockholders. These provisions include giving our board the ability to issue preferred stock and determine the rights and designations of the preferred stock at any time without stockholder approval. The rights of the holders of our common stock will be subject to, and may be adversely affected by, the rights of the holders of any preferred stock that may be issued in the future. The issuance of preferred stock, while providing flexibility in connection with possible acquisitions and other corporate purposes, could have the effect of making it more difficult for a third party to acquire, or discouraging a third party from acquiring, a majority of our outstanding voting stock. These factors and certain provisions of the Delaware General Corporation Law may have the effect of deterring hostile takeovers or otherwise delaying or preventing changes in control or changes in our management, including transactions in which our stockholders might otherwise receive a premium over the fair market value of our common stock.

***If we experience changes in tax laws or adverse outcomes resulting from examination of our income tax returns, it could adversely affect our results of operations.***

We are subject to federal and state income taxes in the United States and in certain foreign jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes. Our future effective tax rates could be adversely affected by changes in tax laws, by our ability to generate taxable income in foreign jurisdictions in order to utilize foreign tax losses, and by the valuation of our deferred tax assets. In addition, we are subject to the examination of our income tax returns by the Internal Revenue Service and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from such examinations to determine the adequacy of our provision for income taxes. There can be no assurance that the outcomes from such examinations will not have an adverse effect on our operating results and financial condition.

### **Item 1B. Unresolved Staff Comments**

Not applicable.

### **Item 2. Properties**

Our properties consist primarily of leased office facilities for sales, data processing, research and development, consulting and administrative personnel. Our principal office is located in Minneapolis, Minnesota.

Our leased properties include:

- approximately 161,000 square feet of office, data center, and data processing space in Arden Hills and Minneapolis, Minnesota, in five buildings under leases expiring in fiscal 2013 or later; 35,000 square feet of this space is subleased to third parties;
- approximately 124,000 square feet of office space in San Rafael, California in one building under a lease expiring in 2020;
- approximately 80,000 square feet of office space in San Diego, California in one building under a lease expiring in 2019; and

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- an aggregate of approximately 295,000 square feet of office and data center space in: Annandale, VA; Bangalore, India; Bangkok, Thailand; Beijing, China; Birmingham, United Kingdom; Chicago, IL; Denver, CO; Hong Kong, China; Istanbul, Turkey; Kaula Lumpur, Malaysia; London, United Kingdom; Madrid, Spain; Moscow, Russia; Mumbai, India; Munich, Germany; New Castle, DE; New York, NY; Norcross, GA; Norwalk, CT; Pune, India; Reading, United Kingdom; San Jose, CA; Sao Paulo, Brazil; Seoul, Korea; Shanghai, China; Singapore, Singapore; Sydney, Australia; Taipei City, Taiwan; Tokyo, Japan; and Toronto, Canada; 49,000 square feet of this space is subleased to third parties.

See Note 18 to the accompanying consolidated financial statements for information regarding our obligations under leases. We believe that suitable additional space will be available to accommodate future needs.

### **Item 3. *Legal Proceedings***

Not Applicable.

### **Item 4. *Mine Safety Disclosures***

Not Applicable.

**PART II**

**Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

**Market Information**

Our common stock trades on the New York Stock Exchange under the symbol: FICO. According to records of our transfer agent, at September 30, 2012, we had 534 shareholders of record of our common stock.

The following table shows the high and low sales prices for our stock, as listed on the New York Stock Exchange for each quarter in the last two fiscal years:

|                               | <u>High</u> | <u>Low</u> |
|-------------------------------|-------------|------------|
| <b>Fiscal 2011</b>            |             |            |
| October 1 — December 31, 2010 | \$26.00     | \$22.95    |
| January 1 — March 31, 2011    | \$31.81     | \$22.16    |
| April 1 — June 30, 2011       | \$31.78     | \$27.79    |
| July 1 — September 30, 2011   | \$31.04     | \$20.89    |
| <b>Fiscal 2012</b>            |             |            |
| October 1 — December 31, 2011 | \$38.49     | \$20.05    |
| January 1 — March 31, 2012    | \$44.35     | \$34.60    |
| April 1 — June 30, 2012       | \$45.00     | \$38.02    |
| July 1 — September 30, 2012   | \$46.11     | \$38.99    |

**Dividends**

We paid quarterly dividends of two cents per share, or eight cents per year, during each quarter of fiscal 2012, 2011 and 2010. Our dividend rate is set by the Board of Directors on a quarterly basis taking into account a variety of factors, including among others, our operating results and cash flows, general economic and industry conditions, our obligations, changes in applicable tax laws and other factors deemed relevant by the Board. Although we expect to continue to pay dividends at the current rate, our dividend rate is subject to change from time to time based on the Board’s business judgment with respect to these and other relevant factors.

**Sales of Unregistered Equity Securities and Use of Proceeds**

Not applicable.

**Issuer Purchases of Equity Securities**

| <u>Period</u>                                | <u>Total Number of Shares Purchased (1)</u> | <u>Average Price Paid per Share</u> | <u>Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (2)</u> | <u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)</u> |
|--|---|-------------------------------------|---|---|
| July 1, 2012 through July 31, 2012           | 29,744                                      | \$ 43.16                            | \$ 221,695  | —   |
| August 1, 2012 through August 31, 2012       | 10,994                                      | \$ 43.54                            | \$ 150,000,000  | —   |
| September 1, 2012 through September 30, 2012 | 2,374                                       | \$ 45.08                            | \$ 150,000,000  | —   |
| Total  | <u>43,112</u>                               | \$ 43.36                            | \$ 150,000,000  | <u>—</u>  |

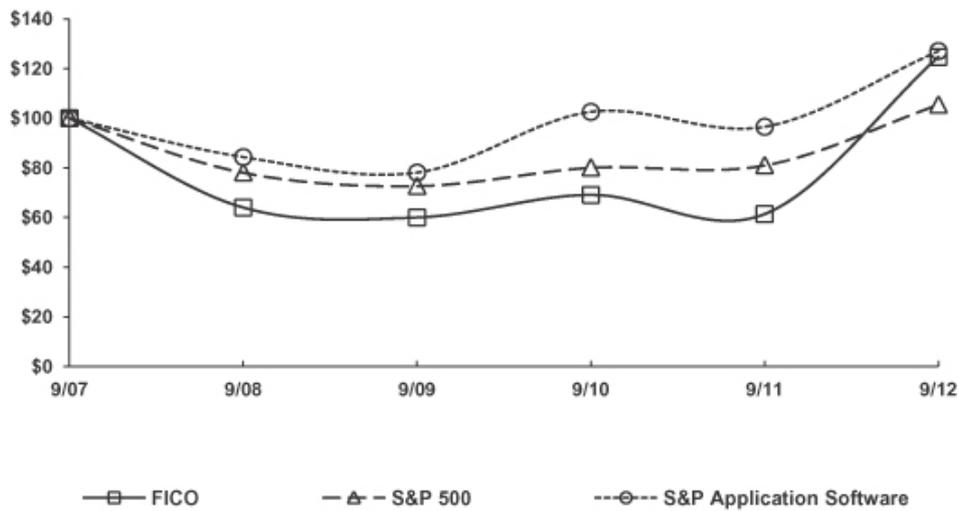
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- (1) All 43,112 shares were delivered in satisfaction of the tax withholding obligations resulting from the vesting of restricted stock units held by employees during the quarter ended September 30, 2012.
- (2) On November 2, 2011, our Board of Directors approved an open-ended stock repurchase program to acquire shares of our common stock up to an aggregate cost of \$150.0 million in the open market or through negotiated transactions. Following completion of the program in July 2012, our Board of Directors approved a stock repurchase program on August 16, 2012 to acquire shares of our common stock up to an aggregate cost of \$150.0 million in the open market or in negotiated transactions. We did not repurchase any shares during the quarter ended September 30, 2012 pursuant to either of these programs.

**Performance Graph**

The follow graph shows the total stockholder return of an investment of \$100 in cash on September 30, 2007, in (a) the Company’s Common Stock (b) the Standard & Poor’s 500 Stock Index and (c) the Standard & Poor’s 500 Application Software Index, in each case with reinvestment of dividends. We do not believe there are any publicly traded companies that compete with us across the full spectrum of our product and service offerings.

**COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\***  
Among FICO, the S&P 500 Index, and the S&P Application Software Index



\*\$100 invested on 9/30/07 in stock or index, including reinvestment of dividends.  
Fiscal year ending September 30.

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The Company is listed on the New York Stock Exchange (“NYSE”). As an NYSE-listed company, our Chief Executive Officer must certify annually that he is not aware of any violation by the Company of NYSE corporate governance listing standards as of the date of that certification. The most recent Chief Executive Officer’s certification was filed with the NYSE on March 2, 2012.

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**Item 6. Selected Financial Data**

We acquired Dash Optimization (“Dash”) in January 2008, Entiera in May 2012, and Adepra in September 2012, respectively. Results of operations from the acquisitions are included prospectively from their respective acquisition dates. As a result of these acquisitions, the comparability of the data below is impacted.

In April 2008, we completed the sale of our Insurance Bill Review business unit. We accounted for this business unit as a discontinued operation and, accordingly, we have reclassified the selected financial data for all periods presented.

|  | Fiscal Years Ended September 30,      |                |                |                |                |
|--|---------------------------------------|----------------|----------------|----------------|----------------|
|  | 2012 (1)                              | 2011 (1)       | 2010 (1)       | 2009 (1)(2)    | 2008 (1)       |
|  | (In thousands, except per share data) |                |                |                |                |
| Revenues                                   | \$ 676,423                            | \$ 619,683     | \$ 605,643     | \$ 630,735     | \$ 744,842     |
| Operating income                           | 168,358                               | 127,337        | 113,349        | 116,747        | 122,283        |
| Income from continuing operations          | 92,004                                | 71,562         | 64,457         | 65,465         | 81,186         |
| Income (loss) from discontinued operations | —                                     | —              | —              | (363)          | 2,766          |
| Net income                                 | 92,004                                | 71,562         | 64,457         | 65,102         | 83,952         |
| Basic earnings (loss) per share:           |                                       |                |                |                |                |
| Continuing operations                      | \$ 2.64                               | \$ 1.82        | \$ 1.44        | \$ 1.35        | \$ 1.66        |
| Discontinued operations                    | —                                     | —              | —              | (0.01)         | 0.06           |
| Total                                      | <u>\$ 2.64</u>                        | <u>\$ 1.82</u> | <u>\$ 1.44</u> | <u>\$ 1.34</u> | <u>\$ 1.72</u> |
| Diluted earnings (loss) per share:         |                                       |                |                |                |                |
| Continuing operations                      | \$ 2.55                               | \$ 1.79        | \$ 1.42        | \$ 1.34        | \$ 1.64        |
| Discontinued operations                    | —                                     | —              | —              | (0.01)         | 0.06           |
| Total                                      | <u>\$ 2.55</u>                        | <u>\$ 1.79</u> | <u>\$ 1.42</u> | <u>\$ 1.33</u> | <u>\$ 1.70</u> |
| Dividends declared per share               | \$ 0.08                               | \$ 0.08        | \$ 0.08        | \$ 0.08        | \$ 0.08        |

|                          | Fiscal Years Ended September 30, |            |            |            |            |
|--------------------------|----------------------------------|------------|------------|------------|------------|
|                          | 2012                             | 2011       | 2010       | 2009       | 2008       |
|                          | (In thousands)                   |            |            |            |            |
| Working capital          | \$ 49,720                        | \$ 217,983 | \$ 225,028 | \$ 327,970 | \$ 229,071 |
| Total assets             | 1,158,611                        | 1,129,468  | 1,123,716  | 1,303,888  | 1,275,253  |
| Senior Notes             | 504,000                          | 512,000    | 520,000    | 275,000    | 275,000    |
| Revolving line of credit | —                                | —          | —          | 295,000    | 295,000    |
| Stockholders' equity     | 474,406                          | 465,494    | 474,914    | 600,269    | 561,941    |

- (1) Results of operations for fiscal years 2012, 2011, 2010, 2009 and 2008 include pre-tax charges of \$5.1 million, \$12.4 million, \$1.6 million, \$8.7 million and \$10.2 million, respectively, in restructuring and acquisition-related expenses.
- (2) Results of operations for fiscal year 2009 includes a \$3.0 million pre-tax loss on the sale of product line assets.

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**OVERVIEW**

Our Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") begins with an overview of our key operating business segments and significant trends. This overview is followed by a more detailed analysis of our results of operations and financial condition, including liquidity and capital resources, which discusses key aspects of our statements of cash flows, changes in our balance sheets and our financial commitments. We then provide a summary of our critical accounting policies and estimates we believe are important to understanding the assumptions and judgments incorporated in our reported financial results. Our MD&A should be read in conjunction with Item 8, *Financial Statements and Supplementary Data*, of this Annual Report on Form 10-K.

**Business Overview**

We are a leader in Decision Management solutions that enable businesses to automate, improve and connect decisions to enhance business performance. Our predictive analytics, which include the industry standard FICO® score, and our Decision Management systems power billions of customer decisions each year. We help companies acquire customers more efficiently, increase customer value, reduce fraud and credit losses, lower operating expenses and enter new markets more profitably. Our clients utilize our products and services to facilitate a variety of business processes, including customer marketing and acquisition, account origination, credit and underwriting risk management, fraud loss prevention and control, and client account and policyholder management. Most leading banks and credit card issuers rely on our solutions, as do many insurers, retailers, healthcare organizations, pharmaceutical companies and government agencies. We also serve consumers through online services that enable people to purchase and understand their FICO® scores, the standard measure in the United States of credit risk, empowering them to manage their financial health. On September 7, 2012, we completed the acquisition of Adepra. The acquisition brought us a SaaS offering that increases value for our clients and provides a global footprint across multiple industries consistent with our strategy to expand into the fast-growing mobile economy. The results of Adepra's operations from the acquisition date are included in our Applications segment.

General economic conditions continued to improve in fiscal 2012 from which we realized overall growth in our revenues of 9% to \$676.4 million from \$619.7 million in fiscal 2011. Revenue in each of our segments increased, with Applications, Scores and Tools increasing by 11%, 4% and 12% in fiscal 2012 compared to 2011, respectively. The revenue growth for each segment was primarily driven by fees recognized under large multi-year license transactions or other large non-recurring projects. In our Applications segment, we had large multi-year license transactions in our *fraud* and *customer management solutions*; in our Scores segment we had large non-recurring projects in our business-to-business scores; and in our Tools segment license sales and associated services of Blaze Advisor and Xpress Optimization products. A significant portion of our revenues are derived from the sale of products and services within the banking (including consumer credit) industry, and 77%, 74% and 72% of our revenues were derived from within this industry during the years ended September 30, 2012, 2011 and 2010, respectively. Our remaining revenues are primarily derived from the insurance, healthcare and retail industries. Our revenues derived from clients outside the United States have generally grown, and may in the future grow more rapidly than our revenues from domestic clients. International revenues totaled \$266.2 million, \$230.0 million and \$209.6 million in fiscal 2012, 2011 and 2010, respectively, representing 39%, 37% and 35% of total consolidated revenues in each of these years.

A significant portion of our revenues are derived from transactional or unit-based software license fees, annual license fees under long-term software license arrangements, transactional fees derived under scoring, network service or internal hosted software arrangements, and annual software maintenance fees. Arrangements with transactional or unit-based pricing accounted for approximately 69%, 73% and 75% of our revenues during

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fiscal 2012, 2011 and 2010, respectively. The recurrence of these revenues is, to a significant degree, dependent upon our clients' continued usage of our products and services in their business activities. The more significant activities underlying the use of our products in these areas include: credit and debit card usage or active account levels; lending acquisition, origination and customer management activity; and customer acquisition, cross selling and retention programs. We also derive revenues from other sources which generally do not recur and include, but are not limited to, perpetual or time-based licenses with upfront payment terms and non-recurring consulting service arrangements.

Also recognized during the fourth quarter of fiscal 2012 were additional restructuring charges under our ongoing reengineering initiative. We incurred net charges totaling \$4.0 million for severance costs associated with the reduction of 85 positions mainly within the product and technology organization of the Company.

For 2013, the operating environment will continue to present challenges for the marketing and growth of our products and services. However, we do expect to derive growth through modest improvements in the credit economy and from strategic acquisitions that complement our product offerings.

### **Bookings**

Management uses bookings as an indicator of our business performance. Bookings represent contracts signed in the current reporting period that will generate current and future revenue streams. We consider contract terms, knowledge of the marketplace and experience with our customers, among other factors, when determining the estimated value of contract bookings.

Bookings calculations have varying degrees of certainty depending on the revenue type and individual contract terms. Our revenue types are transactional and maintenance, professional services and license. Our estimate of bookings is as of the end of the period in which a contract is signed, and we do not update our initial booking estimates in future periods for changes between estimated and actual results. Actual revenue and the timing thereof could differ materially from our initial estimates. The following paragraphs discuss the key assumptions used to calculate bookings and the susceptibility of these assumptions to variability.

#### ***Transactional and Maintenance Bookings***

We calculate transactional bookings as the total estimated volume of transactions or number of accounts under contract, multiplied by a contractual rate. Transactional contracts generally span multiple years and require us to make estimates about future transaction volumes or number of active accounts. We develop estimates from discussions with our customers and examinations of historical data from similar products and customer arrangements. Differences between estimated bookings and actual results occur due to variability in the volume of transactions or number of active accounts estimated. This variability is primarily caused by the following:

- The health of the economy and economic trends in our customers' industries;
- Individual performance of our customers relative to their competitors; and
- Regulatory and other factors that affect the business environment in which our customers operate.

We calculate maintenance bookings directly from the terms stated in the contract.

#### ***Professional Services Bookings***

We calculate professional services bookings as the estimated number of hours to complete a project multiplied by the rate per hour. We estimate the number of hours based on our understanding of the project scope, conversations with customer personnel and our experience in estimating professional services projects. Estimated bookings may differ from actual results primarily due to differences in the actual number of hours incurred. These differences typically result from customer decisions to alter the mix of FICO and internal resources used to complete a project.

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### **License Bookings**

Licenses are sold on a perpetual or term basis and bookings generally equal the fixed amount stated in the contract.

### **Bookings Trend Analysis**

|                                  | <u>Bookings</u><br><u>(in millions)</u> | <u>Bookings</u><br><u>Yield (1)</u> | <u>Number of</u><br><u>Bookings</u><br><u>over \$1</u><br><u>Million</u> | <u>Weighted-</u><br><u>Average</u><br><u>Term (2)</u><br><u>(months)</u> |
|----------------------------------|---|-------------------------------------|--|--|
| Quarter ended September 30, 2012 | \$ 98.6                                 | 32%                                 | 19   | 29   |
| Quarter ended September 30, 2011 | \$ 112.0                                | 13%                                 | 14   | 27   |
| Year ended September 30, 2012    | \$ 293.8                                | 43%                                 | 54   | N/M  |
| Year ended September 30, 2011    | \$ 303.6                                | 34%                                 | 45   | N/M  |

(1) Bookings yield represents the percentage of revenue recognized from bookings for the periods indicated.

(2) NM — Measure is not meaningful as our estimate of bookings is as of the end of the period in which a contract is signed, and we do not update our initial booking estimates in future periods for changes between estimated and actual results.

Transactional and maintenance bookings were 40% and 43% of total bookings for the quarters ended September 30, 2012 and 2011, respectively. Professional services bookings were 34% and 34% of total bookings for the quarters ended September 30, 2012 and 2011, respectively. License bookings were 26% and 23% of total bookings for the quarters ended September 30, 2012 and 2011, respectively.

Transactional and maintenance bookings were 35% and 44% of total bookings for the years ended September 30, 2012 and 2011, respectively. Professional services bookings were 43% and 36% of total bookings for the years ended September 30, 2012 and 2011, respectively. License bookings were 22% and 20% of total bookings for the years ended September 30, 2012 and 2011, respectively.

The weighted-average term of bookings achieved measures the average term over which the bookings are expected to be recognized as revenue. As the weighted-average term increases, the average amount of revenues expected to be realized in a quarter decreases; however, the revenues are expected to be recognized over a longer period of time. As the weighted-average term decreases, the average amount of revenues expected to be realized in a quarter increases; however, the revenues are expected to be recognized over a shorter period of time.

Management regards the volume of bookings achieved, among other factors, as an important indicator of future revenues, but they are not comparable to, nor should they be substituted for, an analysis of our revenues, and they are subject to a number of risks and uncertainties concerning timing and contingencies affecting product delivery and performance.

Although many of our contracts contain noncancelable terms, most of our bookings are transactional or service related and are dependent upon estimates such as volume of transactions, number of active accounts, or number of hours incurred. Since these estimates cannot be considered fixed or firm, we do not believe it is appropriate to characterize bookings as backlog.

### **Segment Information**

We are organized into the following three reportable segments: Applications, Scores and Tools. Although we sell solutions and services into a large number of end user product and industry markets, our reportable business segments reflect the primary method in which management organizes and evaluates internal financial

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information to make operating decisions and assess performance. Comparative segment revenues, operating income, and related financial information for the years ended September 30, 2012, 2011 and 2010 are set forth in Note 17 to the accompanying consolidated financial statements.

**RESULTS OF OPERATIONS**

**Revenues**

The following tables set forth certain summary information on a segment basis related to our revenues for the fiscal years indicated.

| Segment        | Revenues<br>Fiscal Year |                  |                  | Period-to-Period Change |                 | Period-to-Period<br>Percentage Change |                    |
|----------------|-------------------------|------------------|------------------|-------------------------|-----------------|---------------------------------------|--------------------|
|                | 2012                    | 2011             | 2010             | 2012 to<br>2011         | 2011 to<br>2010 | 2012<br>to<br>2011                    | 2011<br>to<br>2010 |
|                | (In thousands)          |                  |                  | (In thousands)          |                 |                                       |                    |
| Applications   | \$424,604               | \$383,028        | \$367,258        | \$41,576                | \$15,770        | 11%                                   | 4%                 |
| Scores         | 175,623                 | 168,567          | 172,339          | 7,056                   | (3,772)         | 4%                                    | (2)%               |
| Tools          | 76,196                  | 68,088           | 66,046           | 8,108                   | 2,042           | 12%                                   | 3%                 |
| Total Revenues | <u>\$676,423</u>        | <u>\$619,683</u> | <u>\$605,643</u> | 56,740                  | 14,040          | 9%                                    | 2%                 |

| Segment        | Percentage of Revenues<br>Fiscal Year |             |             |
|----------------|---------------------------------------|-------------|-------------|
|                | 2012                                  | 2011        | 2010        |
| Applications   | 63%                                   | 62%         | 61%         |
| Scores         | 26%                                   | 27%         | 28%         |
| Tools          | 11%                                   | 11%         | 11%         |
| Total Revenues | <u>100%</u>                           | <u>100%</u> | <u>100%</u> |

**Applications**

|                               | Fiscal Year      |                  |                  | Period-to-Period Change |                 | Period-to-Period<br>Percentage Change |                 |
|-------------------------------|------------------|------------------|------------------|-------------------------|-----------------|---------------------------------------|-----------------|
|                               | 2012             | 2011             | 2010             | 2012 to<br>2011         | 2011 to<br>2010 | 2012 to<br>2011                       | 2011 to<br>2010 |
|                               | (In thousands)   |                  |                  | (In thousands)          |                 |                                       |                 |
| Transactional and maintenance | \$263,726        | \$258,736        | \$257,275        | \$ 4,990                | \$ 1,461        | 2%                                    | 1%              |
| Professional services         | 104,637          | 100,921          | 86,097           | 3,716                   | 14,824          | 4%                                    | 17%             |
| License                       | 56,241           | 23,371           | 23,886           | 32,870                  | (515)           | 141%                                  | (2)%            |
| Total                         | <u>\$424,604</u> | <u>\$383,028</u> | <u>\$367,258</u> | 41,576                  | 15,770          | 11%                                   | 4%              |

**Applications** segment revenues increased \$41.6 million in fiscal 2012 from fiscal 2011 primarily due to a \$25.3 million increase in our *fraud solutions*, an \$8.0 million increase in our *customer management solutions*, a \$4.2 million increase in our *Mobility solutions* and a \$4.0 million increase in our *Collections & Recovery solutions*.

The increase in *fraud solutions* revenue was primarily due to software revenue attributable to two large multi-year license transactions during fiscal 2012. In addition, the *fraud solutions* revenue was also impacted by increased professional services revenue from software implementations and consulting services and a decrease in transactional-based revenues. The increase in *customer management solutions* revenue was due to an increase in

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software revenue primarily driven by a large license transaction, increased services revenue as well as increased transactional and maintenance revenue. The increase in *Mobility solutions* was due to our acquisition of Adeptra in September 2012. The increase in *Collections & Recovery solutions* was mainly due to an increase in license sales.

**Applications** segment revenues increased \$15.8 million in fiscal 2011 from fiscal 2010 due to an \$18.2 million increase in our *fraud solutions* and a \$6.0 million increase in our *originations solutions*. These increases were partially offset by a \$4.8 million decrease in our *customer management solutions*, and a \$3.6 million decrease from our other Applications solutions.

The increase in *fraud solutions* was attributable to higher volumes associated with transactional-based agreements, increased software sales of FICO® Falcon® Fraud Manager and FICO® Insurance Fraud Manager, and increased services related to these software sales. The increase in *originations solutions* was attributable to an increase in professional services, and sales of a new product, FICO® Originations Manager, partially offset by a decrease in volumes associated with transactional-based agreements on existing products. The decrease in *customer management solutions* was attributable to a decline in license revenue and a decline in professional services.

### Scores

|                               | Fiscal Year      |                  |                  | Period-to-Period Change |              | Period-to-Period Percentage Change |              |
|-------------------------------|------------------|------------------|------------------|-------------------------|--------------|------------------------------------|--------------|
|                               | 2012             | 2011             | 2010             | 2012 to 2011            | 2011 to 2010 | 2012 to 2011                       | 2011 to 2010 |
|                               | (In thousands)   |                  |                  | (In thousands)          |              |                                    |              |
| Transactional and maintenance | \$172,218        | \$164,918        | \$170,141        | \$7,300                 | \$(5,223)    | 4%                                 | (3)%         |
| Professional services         | 2,382            | 2,102            | 2,042            | 280                     | 60           | 13%                                | 3%           |
| License                       | 1,023            | 1,547            | 156              | (524)                   | 1,391        | (34)%                              | 892%         |
| Total                         | <u>\$175,623</u> | <u>\$168,567</u> | <u>\$172,339</u> | 7,056                   | (3,772)      | 4%                                 | (2)%         |

**Scores** segment revenues increased \$7.1 million in fiscal 2012 from 2011 due to a \$9.2 million increase in our business-to-business scores revenues partially offset by a \$2.1 million decrease in our myFICO® business-to-consumer services revenues. The increase in our business-to-business scores was primarily attributable to an increase in Credit Bureau Risk Scores driven by a couple of special projects conducted by a major customer utilizing historical Credit Bureau Risk Scores, and an increase in transactional volumes. The decline in our myFICO business-to-consumer services was primarily attributable to a decrease in royalties derived from scores sold indirectly to consumers through credit reporting agencies.

**Scores** segment revenues decreased \$3.8 million in fiscal 2011 from 2010 due to a \$2.1 million decrease in our myFICO® business-to-consumer services revenues and a \$1.7 million decrease in our business-to-business scores revenues. The decline in business-to-consumer services was primarily attributable to a decrease in royalties derived from scores sold indirectly to consumers through credit reporting agencies. This decline was partially offset by stronger direct sales generated from the myFICO.com website. Business-to-business scores revenues decrease was mainly attributable to a decrease in credit bureau risk scores revenues.

During fiscal 2012, 2011 and 2010, revenues generated from our agreements with Equifax, TransUnion and Experian, collectively accounted for approximately 18%, 18% and 20%, respectively, of our total revenues, including revenues from these customers that are recorded in our other segments.

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### Tools

|                               | Fiscal Year     |                 |                 | Period-to-Period Change |              | Period-to-Period Percentage Change |              |
|-------------------------------|-----------------|-----------------|-----------------|-------------------------|--------------|------------------------------------|--------------|
|                               | 2012            | 2011            | 2010            | 2012 to 2011            | 2011 to 2010 | 2012 to 2011                       | 2011 to 2010 |
|                               | (In thousands)  |                 |                 | (In thousands)          |              |                                    |              |
| Transactional and maintenance | \$30,231        | \$29,776        | \$28,071        | \$ 455                  | \$ 1,705     | 2%                                 | 6%           |
| Professional services         | 17,952          | 12,918          | 14,739          | 5,034                   | (1,821)      | 39%                                | (12)%        |
| License                       | 28,013          | 25,394          | 23,236          | 2,619                   | 2,158        | 10%                                | 9%           |
| Total                         | <u>\$76,196</u> | <u>\$68,088</u> | <u>\$66,046</u> | 8,108                   | 2,042        | 12%                                | 3%           |

**Tools** segment revenues increased \$8.1 million in fiscal 2012 from fiscal 2011 primarily due to an increase in our services revenue and license revenue. The increase in our services revenue was primarily attributable to increased professional services related to our FICO® Blaze Advisor® product. The increase in our license revenue was primarily attributable to an increase in our FICO® Xpress Optimization Suite and FICO® Blaze Advisor® product sales.

**Tools** segment revenues increased \$2.0 million in fiscal 2011 from fiscal 2010 primarily due to an increase in license and maintenance revenues related to our FICO® Blaze Advisor® product. The increase was partially offset by a decrease in license sales related to our FICO® Model Builder and FICO® Decision Optimizer products, and a decrease in professional services related to our FICO® Blaze Advisor® as a result of the completion of several large installations in the prior year.

### Operating Expenses and Other Income (Expense), Net

The following tables set forth certain summary information related to our consolidated statements of income and comprehensive income for the fiscal years indicated.

|  | Fiscal Year                      |                  |                  | Period-to-Period Change          |              | Period-to-Period Percentage Change |              |
|--|----------------------------------|------------------|------------------|----------------------------------|--------------|------------------------------------|--------------|
|  | 2012                             | 2011             | 2010             | 2012 to 2011                     | 2011 to 2010 | 2012 to 2011                       | 2011 to 2010 |
|  | (In thousands, except employees) |                  |                  | (In thousands, except employees) |              |                                    |              |
| Revenues                               | \$676,423                        | \$619,683        | \$605,643        | \$ 56,740                        | \$ 14,040    | 9%                                 | 2%           |
| Operating expenses:                    |                                  |                  |                  |                                  |              |                                    |              |
| Cost of revenues                       | 197,947                          | 186,470          | 180,932          | 11,477                           | 5,538        | 6%                                 | 3%           |
| Research and development               | 59,527                           | 62,129           | 73,581           | (2,602)                          | (11,452)     | (4)%                               | (16)%        |
| Selling, general and administrative    | 238,522                          | 223,615          | 225,263          | 14,907                           | (1,648)      | 7%                                 | (1)%         |
| Amortization of intangible assets      | 6,944                            | 7,741            | 10,901           | (797)                            | (3,160)      | (10)%                              | (29)%        |
| Restructuring and acquisition-related  | 5,125                            | 12,391           | 1,617            | (7,266)                          | 10,774       | (59)%                              | 666%         |
| Total operating expenses               | <u>508,065</u>                   | <u>492,346</u>   | <u>492,294</u>   | 15,719                           | 52           | 3%                                 | — %          |
| Operating income                       | 168,358                          | 127,337          | 113,349          | 41,021                           | 13,988       | 32%                                | 12%          |
| Interest income                        | 317                              | 2,192            | 1,688            | (1,875)                          | 504          | (86)%                              | 30%          |
| Interest expense                       | (31,734)                         | (32,364)         | (24,124)         | 630                              | (8,240)      | (2)%                               | 34%          |
| Other income (expense), net            | (698)                            | 290              | 1,391            | (988)                            | (1,101)      | (341)%                             | (79)%        |
| Income before income taxes             | 136,243                          | 97,455           | 92,304           | 38,788                           | 5,151        | 40%                                | 6%           |
| Provision for income taxes             | 44,239                           | 25,893           | 27,847           | 18,346                           | (1,954)      | 71%                                | (7)%         |
| Net income                             | <u>\$ 92,004</u>                 | <u>\$ 71,562</u> | <u>\$ 64,457</u> | 20,442                           | 7,105        | 29%                                | 11%          |
| Number of employees at fiscal year-end | 2,315                            | 2,023            | 2,157            | 292                              | (134)        |                                    |              |

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|                                       | Percentage of Revenues |      |      |
|---------------------------------------|------------------------|------|------|
|                                       | Fiscal Year            |      |      |
|                                       | 2012                   | 2011 | 2010 |
| Revenues                              | 100%                   | 100% | 100% |
| Operating expenses:                   |                        |      |      |
| Cost of revenues                      | 29%                    | 30%  | 30%  |
| Research and development              | 9%                     | 10%  | 12%  |
| Selling, general and administrative   | 35%                    | 36%  | 37%  |
| Amortization of intangible assets     | 1%                     | 1%   | 2%   |
| Restructuring and acquisition-related | 1%                     | 2%   | — %  |
| Total operating expenses              | 75%                    | 79%  | 81%  |
| Operating income                      | 25%                    | 21%  | 19%  |
| Interest income                       | — %                    | — %  | — %  |
| Interest expense                      | (5)%                   | (5)% | (4)% |
| Other income (expense), net           | — %                    | — %  | — %  |
| Income before income taxes            | 20%                    | 16%  | 15%  |
| Provision for income taxes            | 6%                     | 4%   | 4%   |
| Net income                            | 14%                    | 12%  | 11%  |

### **Cost of Revenues**

Cost of revenues consists primarily of employee salaries and benefits for personnel directly involved in developing, installing and supporting revenue products; travel costs; overhead costs; costs of computer service bureaus; internal network hosting costs; amounts payable to credit reporting agencies for scores; software costs; and expenses related to our consumer score services through myFICO.com.

The fiscal year 2012 over 2011 increase of \$11.5 million in cost of revenues resulted from a \$5.9 million increase in personnel and labor costs, a \$2.7 million increase in allocated facilities and infrastructure costs, a \$1.5 million increase in travel cost, and a \$1.4 million increase in other costs. The increase in personnel and other labor-related costs was attributable to an increase in salary, related benefit and incentive cost. The increase in allocated facilities and infrastructure costs was attributable to the Company's utilization of additional resources towards direct revenue generating activities. The increase in travel cost was primarily attributable to an increase in services revenue requiring travel to the client locations. Cost of revenues as a percentage of revenues was 29% for the year ended September 30, 2012 compared to 30% for the year ended September 30, 2011 as a result of increased sales of higher-margin software and Scores products.

Cost of revenues as a percentage of revenues was 30% in fiscal 2011, consistent with fiscal 2010. The fiscal year 2011 over 2010 increase of \$5.5 million in cost of revenues resulted from a \$13.3 million increase in personnel and labor costs, partially offset by a \$4.2 million decrease in third party software and data cost, a \$3.0 million decrease in facilities and infrastructure costs, and a \$0.6 million decrease in other expenses. The increase in personnel and other labor-related costs was attributable to an increase in salary and related benefit costs as a result of increased consulting services activities, and an increase in incentive cost. The decrease in third party software and data costs was attributable to decreased sales that require data acquisition. The decrease in facilities and infrastructure costs was attributable primarily to a decline in allocated costs resulting from overhead reductions and exiting certain facilities.

In fiscal 2013, we expect that cost of revenues as a percentage of revenues will be higher than those incurred during fiscal 2012 due to integration of lower-margin products from our acquisitions.

### ***Research and Development***

Research and development expenses include the personnel and related overhead costs incurred in the development of new products and services, including the research of mathematical and statistical models and the development of new versions of our products.

Research and development as a percentage of revenues was 9% during the year ended September 30, 2012, compared to 10% during the year ended September 30, 2011. The \$2.6 million decrease was mainly attributable to a \$2.1 million decrease in personnel and labor costs, resulting from decreased salary and related benefit expenses partially offset by an increase in incentive expense for the year ended September 30, 2012.

Research and development as a percentage of revenues was 10% in fiscal 2011, as compared to 12% in fiscal 2010. The decrease of \$11.5 million in research and development expenditures was attributable primarily to a \$8.7 million decrease in personnel and related costs, a \$2.1 million decrease in facilities and infrastructure costs, and a \$0.7 million decrease in other expenses. The decrease in personnel and related costs was due to decreased salary and related benefit costs, partially offset by a higher incentive cost for fiscal 2011. The decrease in facilities and infrastructure costs was attributable primarily to a decline in allocated costs resulting from overhead reductions and exiting certain facilities.

In fiscal 2013, we expect that research and development expenditures as a percentage of revenues will be consistent with or slightly higher than those incurred during fiscal 2012 as we continue to invest in our Decision Management solutions.

### ***Selling, General and Administrative***

Selling, general and administrative expenses consist principally of employee salaries and benefits; travel costs; overhead costs; advertising and other promotional expenses; corporate facilities expenses; legal expenses; business development expenses and the cost of operating computer systems.

The fiscal 2012 over 2011 increase of \$14.9 million in selling, general and administrative expenses was attributable to a \$15.4 million increase in labor and personnel costs, a \$2.4 million increase in marketing expenses and a \$1.5 million increase in travel cost, partially offset by a \$2.1 million decrease in allocated facilities and infrastructure costs, a \$1.1 million decrease in equipment depreciation cost, a \$0.8 million decrease in outside services cost, and a \$0.4 million decrease in other costs. The increase in labor and personnel costs was due to an increase in stock compensation cost, salary and related benefit costs, commission cost, incentive cost and severance and retention costs. The increase in marketing expenses was due to a company marketing event held in fiscal 2012. The increase in travel cost was primarily due to the reinstatement of non-revenue producing travel during fiscal 2012. The decrease in allocated facilities and infrastructure costs was attributable primarily to the Company's utilization of additional resources towards direct revenue generating activities. The decrease in equipment depreciation cost was mainly due to timing of fixed assets placed in service. The decrease in outside services was due to a non-recurring strategic consulting service incurred in fiscal 2011. Selling, general and administrative expenses as a percentage of revenues was 35% during fiscal 2012 compared to 36% during fiscal 2011 as a result of revenue growing at a higher rate than cost due to improved operations efficiency.

Selling, general and administrative expenses as a percentage of revenues was 36% in fiscal 2011, as compared to 37% in fiscal 2010. The fiscal 2011 over 2010 decrease of \$1.6 million in selling, general and administrative expenses was attributable to a \$5.5 million decrease in marketing expenses and a \$2.4 million decrease in facilities and infrastructure costs, partially offset by a \$4.8 million increase in personnel and related costs and a \$1.5 million increase in other costs. The decrease in marketing expenses was due to a reduction in marketing programs in areas that were not producing the anticipated sales results. The decrease in facilities and infrastructure costs was attributable primarily to a decline in allocated costs resulting from overhead reductions and exiting certain facilities. The increase in personnel and related cost was due to increased salary, commission and incentive expenses.

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In fiscal 2013, we expect that selling, general and administrative expenses as a percentage of revenues will be consistent with those incurred during fiscal 2012.

### ***Amortization of Intangible Assets***

Amortization of intangible assets consists of amortization expense related to intangible assets recorded in connection with our acquisitions. Our finite-lived intangible assets consist primarily of completed technology and customer contracts and relationships, which are being amortized using the straight-line method over periods ranging from five to fifteen years.

The fiscal 2012 over fiscal 2011 decrease in amortization expense of \$0.8 million was attributable to certain intangible assets associated with our Dash acquisition becoming fully amortized in January 2012, partially offset by the addition of intangible assets associated with our Entiera acquisition in May 2012 and Adepra acquisition in September 2012.

The fiscal 2011 over 2010 decline of \$3.2 million in amortization expense was attributable mainly to certain intangible assets associated with our London Bridge acquisition becoming fully amortized during fiscal 2010.

In fiscal 2013, we expect amortization expense will be higher than the amortization expense incurred in 2012 due to a full year amortization of the intangible assets acquired through our Adepra and Entiera acquisitions.

### ***Restructuring and acquisition-related***

In fiscal 2012, we incurred \$1.1 million in acquisition-related cost in association with the Adepra acquisition. We also eliminated 85 positions mainly within the product and technology organization of the Company and incurred \$4.0 million for severance costs. Cash payments for substantially all the severance costs will be paid by the end of our first quarter of fiscal 2013.

In fiscal 2011 we eliminated 177 positions across the company and incurred charges of \$8.2 million for severance costs. Cash payments for substantially all the severance costs have been paid by the end of fiscal 2011. We also recognized charges of \$4.2 million associated with vacating excess leased space. Costs for vacating excess leased space represent future cash lease payments, net of estimated sublease income, which will be paid out over the next seven years.

In fiscal 2010 we incurred restructuring expenses of \$1.6 million. The expenses include a \$0.9 million charge related to lease exit activities and \$0.7 million for severance costs, which was paid in fiscal 2011.

The following table sets forth certain summary information on restructuring expenses:

|  | Fiscal Year    |                 |                |
|--|----------------|-----------------|----------------|
|  | 2012           | 2011            | 2010           |
|  |                | (In thousands)  |                |
| Severance costs                        | \$3,978        | \$ 8,165        | \$ 742         |
| Lease exit costs and other adjustments | —              | 4,226           | 875            |
| Total restructuring expense            | <u>\$3,978</u> | <u>\$12,391</u> | <u>\$1,617</u> |

### ***Interest Income***

Interest income is derived primarily from the investment of funds in excess of our immediate operating requirements.

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The fiscal 2012 over 2011 decrease in interest income of \$1.9 million was primarily attributable to interest received on tax refunds during fiscal 2011.

The fiscal 2011 over 2010 increase of \$0.5 million in interest income was attributable to interest received on tax refunds in fiscal 2011 partially offset by lower average investment balances and a decline in interest rates and investment income yields due to market conditions.

### ***Interest Expense***

In fiscal 2012 and 2011, interest expense included interest on the Senior Notes issued in May 2008 and July 2010. In fiscal 2010, interest expense included interest on the Senior Notes issued in May 2008 and July 2010 and borrowings under our revolving credit facility. Interest expense for all three years also included credit facility fees for the revolving line of credit.

The fiscal 2012 over 2011 decrease in interest expense of \$0.6 million was attributable to an \$8.0 million principal payment in both May 2011 and May 2012 on the Senior Notes issued in May 2008 resulting in a lower average debt balance for fiscal 2012, as well as a decline in credit facility fees as a result of the Company lowering the revolving line of credit in fiscal 2011.

The fiscal 2011 over 2010 increase of \$8.2 million in interest expense was attributable to the higher average interest rate on our July 2010 Senior Notes as compared to our revolving credit facility.

In fiscal 2013, we expect that interest expense will be consistent with what we incurred during fiscal 2012.

### ***Other Income (Expense), Net***

Other income (expense), net consists primarily of realized investment gains/losses, exchange rate gains/losses resulting from re-measurement of foreign-denominated receivable and cash balances held by our foreign reporting entities into their respective functional currency at period-end market rates, net of the impact of offsetting forward exchange contracts, and other non-operating items.

Other income (expense), net was (\$0.7) million in fiscal 2012, compared to \$0.3 million in 2011. The decrease was primarily attributable to a one-time vendor termination fee as well as increased foreign currency losses during fiscal 2012.

Other income (expense), net was \$0.3 million in fiscal 2011, compared to \$1.4 million in 2010. The decrease was primarily attributable to a non-recurring sale of a patent in fiscal 2010.

### ***Provision for Income Taxes***

Our effective tax rates were 32.5%, 26.6% and 30.2% in fiscal 2012, 2011 and 2010, respectively.

The increase in our effective tax rate in fiscal 2012 compared to fiscal 2011 was due to two factors. The fiscal year 2011 effective rate was largely decreased due to a \$1.1 million benefit recorded in recognition of the 2010 extension of the U.S. Federal Research and Development Credit and a manufacturing deduction rate increase, and the fiscal year 2012 effective tax rate was increased by a one-time \$1.6 million tax charge associated with the Company's intellectual property rights.

The decrease in our effective tax rate in fiscal 2011 compared with fiscal 2010 was largely due to a \$1.1 million benefit recorded in recognition of the 2010 extension of the U.S. Federal Research and Development Credit and a manufacturing deduction rate increase. In addition there was a one-time Foreign Tax Credit benefit related to an intercompany dividend.

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As of September 30, 2012 the Company has reported \$47.0 million of unremitted earnings of the international subsidiaries in the consolidated income. U.S. income taxes have not been provided on undistributed earnings of international subsidiaries. It is our intention to reinvest these earnings permanently or to repatriate the earnings only when it is tax efficient to do so. The amount of the unrecognized deferred tax liability depends on judgment required to analyze the withholding tax due, the applicable tax law and related tax treaties, and factual circumstances in effect at the time of any such distribution, therefore, we believe it is not practicable at this time to reliably determine the amount of the unrecognized deferred tax liability related to the Company's undistributed earnings. If circumstances change and it becomes apparent that some or all of the undistributed earnings of a subsidiary will be remitted in the next twelve months and income taxes have not been recognized by the parent entity, the parent entity shall accrue as an expense of the current period income taxes attributable to that remittance.

We expect existing domestic cash, cash equivalents and short-term marketable security investments (as of September 30, 2012, approximately \$48.8 million), as well as anticipated domestic earnings will be sufficient to fund our domestic operating activities and cash commitments for investing and financing activities for the next twelve months.

### **Operating Income**

The following table sets forth certain summary information on a segment basis related to our operating income for the fiscal years indicated.

| Segment   | Fiscal Year       |                   |                   | Period-to-Period Change |              | Period-to-Period Percentage Change |              |
|---|-------------------|-------------------|-------------------|-------------------------|--------------|------------------------------------|--------------|
|   | 2012              | 2011              | 2010              | 2012 to 2011            | 2011 to 2010 | 2012 to 2011                       | 2011 to 2010 |
|   | (In thousands)    |                   |                   | (In thousands)          |              |                                    |              |
| Applications                                      | \$ 132,826        | \$ 106,561        | \$ 93,275         | \$ 26,265               | \$ 13,286    | 25%                                | 14%          |
| Scores  | 122,936           | 113,398           | 110,651           | 9,538                   | 2,747        | 8%                                 | 2%           |
| Tools   | 17,599            | 13,690            | 8,412             | 3,909                   | 5,278        | 29%                                | 63%          |
| Unallocated corporate expenses                    | (71,705)          | (70,680)          | (69,166)          | (1,025)                 | (1,514)      | 1%                                 | 2%           |
| Total segment operating income                    | 201,656           | 162,969           | 143,172           | 38,687                  | 19,797       | 24%                                | 14%          |
| Unallocated share-based compensation              | (21,229)          | (15,500)          | (17,305)          | (5,729)                 | 1,805        | 37%                                | (10)%        |
| Unallocated amortization expense                  | (6,944)           | (7,741)           | (10,901)          | 797                     | 3,160        | (10)%                              | (29)%        |
| Unallocated restructuring and acquisition-related | (5,125)           | (12,391)          | (1,617)           | 7,266                   | (10,774)     | (59)%                              | 666%         |
| Operating income                                  | <u>\$ 168,358</u> | <u>\$ 127,337</u> | <u>\$ 113,349</u> | 41,021                  | 13,988       | 32%                                | 12%          |

### **Applications**

| Segment                   | Fiscal Year       |                   |                  | Percentage of Revenues |            |            |
|---------------------------|-------------------|-------------------|------------------|------------------------|------------|------------|
|                           | 2012              | 2011              | 2010             | 2012                   | 2011       | 2010       |
|                           | (In thousands)    |                   |                  |                        |            |            |
| Segment revenues          | \$ 424,604        | \$ 383,028        | \$ 367,258       | 100%                   | 100%       | 100%       |
| Segment operating expense | (291,778)         | (276,467)         | (273,983)        | (69)%                  | (72)%      | (75)%      |
| Segment operating income  | <u>\$ 132,826</u> | <u>\$ 106,561</u> | <u>\$ 93,275</u> | <u>31%</u>             | <u>28%</u> | <u>25%</u> |

[Table of Contents](#)**Scores**

|                           | Fiscal Year       |                   |                   | Percentage of Revenues |            |            |
|---------------------------|-------------------|-------------------|-------------------|------------------------|------------|------------|
|                           | 2012              | 2011              | 2010              | 2012                   | 2011       | 2010       |
|                           | (In thousands)    |                   |                   |                        |            |            |
| Segment revenues          | \$ 175,623        | \$ 168,567        | \$ 172,339        | 100%                   | 100%       | 100%       |
| Segment operating expense | (52,687)          | (55,169)          | (61,688)          | (30)%                  | (33)%      | (36)%      |
| Segment operating income  | <u>\$ 122,936</u> | <u>\$ 113,398</u> | <u>\$ 110,651</u> | <u>70%</u>             | <u>67%</u> | <u>64%</u> |

**Tools**

|                           | Fiscal Year      |                  |                 | Percentage of Revenues |            |            |
|---------------------------|------------------|------------------|-----------------|------------------------|------------|------------|
|                           | 2012             | 2011             | 2010            | 2012                   | 2011       | 2010       |
|                           | (In thousands)   |                  |                 |                        |            |            |
| Segment revenues          | \$ 76,196        | \$ 68,088        | \$ 66,046       | 100%                   | 100%       | 100%       |
| Segment operating expense | (58,597)         | (54,398)         | (57,634)        | (77)%                  | (80)%      | (87)%      |
| Segment operating income  | <u>\$ 17,599</u> | <u>\$ 13,690</u> | <u>\$ 8,412</u> | <u>23%</u>             | <u>20%</u> | <u>13%</u> |

The increase in operating income between fiscal 2012 and 2011 of \$41.0 million was primarily attributable to a \$56.7 million increase in segment revenues and a \$7.3 million decrease in restructuring and acquisition-related expenses, partially offset by a \$17.0 million increase in segment operating expenses and a \$5.7 million increase in share-based compensation expense.

At the segment level, the \$38.7 million increase in segment operating income was driven by a \$26.3 million increase in our Applications segment, a \$9.5 million increase in our Scores segment and a \$3.9 million increase in our Tools segment, partially offset by a \$1.0 million increase in unallocated corporate operating expenses.

The increase in Applications segment operating income was attributable to a \$41.6 million increase in segment revenue primarily due to several large multi-year license transactions, partially offset by a \$15.3 million increase in segment operating expenses. Segment operating income as a percentage of segment revenue for Applications increased from 28% to 31% mainly due to increased sales of higher margin software products.

The increase in Scores segment operating income was attributable to a \$7.1 million increase in segment revenue, primarily attributable to an increase in Credit Bureau Risk Scores driven by a couple of large projects conducted by a major customer utilizing historical Credit Bureau Risk Scores, and a \$2.4 million decrease in segment operating expenses, driven by a decrease in digital marketing and third party data costs.

The increase in Tools segment operating income was attributable primarily to an \$8.1 million increase in segment revenue partially offset by a \$4.2 million increase in segment operating expenses. The increase in segment revenue was primarily due to an increase of services and software revenues related to our Blaze Advisor and Xpress Optimization products. Segment operating income as a percentage of segment revenue for Tools increased from 20% to 23% mainly due to increased sales of higher margin software products.

The increase in operating income between fiscal 2011 and 2010 of \$14.0 million was attributable to an increase in segment revenues, a decrease in segment operating expenses and reductions in amortization and share-based compensation expenses, partially offset by an increase in restructuring cost and unallocated corporate expenses. At the segment level, our segment operating income increased across all segments — \$13.3 million increase in our Applications segment, \$2.7 million increase in our Scores segment and \$5.3 million increase in our Tools segment.

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The \$13.3 million increase in our Applications segment operating income was attributable to a \$15.8 million increase in segment revenue partially offset by a \$2.5 million increase in segment operating expenses. The increase in segment revenue was due to an \$18.2 million increase in our fraud solutions and a \$6.0 million increase in originations solutions, partially offset by a \$4.8 million decrease in our customer management solutions and a \$3.6 million decrease in our other application solutions. The increase in segment operating expenses was mainly attributable to increased labor cost as a result of increased consulting services activities, partially offset by a decline in allocated costs resulting from overhead reductions and exiting certain facilities.

The increase in our Scores segment operating income was attributable to a decrease in operating expenses due to decreased marketing activities, partially offset by a decline in revenues in both business-to-business scores and business-consumer services.

In our Tools segment, the increase in segment operating income was primarily attributed to a decrease in operating expenses and an increase in FICO Blaze Advisor revenues, partially offset by a decline in FICO Model Builder and FICO Decision Optimizer revenues.

## Capital Resources and Liquidity

### Outlook

As of September 30, 2012, we had \$93.6 million in cash, cash equivalents and short-term marketable security investments. We believe that these balances, as well as available borrowings from our \$200 million revolving line of credit and anticipated cash flows from operating activities, will be sufficient to fund our working and other capital requirements as well as the \$49.0 million principal payment due in May 2013 on our Senior Notes issued in May 2008. Under our current financing arrangements we have no other significant debt obligations maturing over the next twelve months. In the normal course of business, we evaluate the merits of acquiring technology or businesses, or establishing strategic relationships with or investing in these businesses. We may elect to use available cash and cash equivalents and marketable security investments to fund such activities in the future. In the event additional needs for cash arise, or if we refinance our existing debt, we may raise additional funds from a combination of sources, including the potential issuance of debt or equity securities. Additional financing might not be available on terms favorable to us, or at all. If adequate funds were not available or were not available on acceptable terms, our ability to take advantage of unanticipated opportunities or respond to competitive pressures could be limited.

### Summary of Cash Flows

|   | Years Ended September 30, |                    |                    |
|---|---------------------------|--------------------|--------------------|
|   | 2012                      | 2011               | 2010               |
|   | (in thousands)            |                    |                    |
| Cash provided by/(used in):             |                           |                    |                    |
| Operating activities                    | \$ 129,746                | \$ 136,156         | \$ 105,780         |
| Investing activities                    | (65,670)                  | (51,701)           | 110,637            |
| Financing activities                    | (128,453)                 | (94,021)           | (248,473)          |
| Effect of exchange rate changes on cash | 234                       | (881)              | 98                 |
| Decrease in cash and cash equivalents   | <u>\$ (64,143)</u>        | <u>\$ (10,447)</u> | <u>\$ (31,958)</u> |

### Cash Flows from Operating Activities

Our primary method for funding operations and growth has been through cash flows generated from operating activities. Net cash provided by operating activities totaled \$129.7 million in fiscal 2012 compared to \$136.2 million in fiscal 2011. The \$6.5 million decrease was mainly attributable to a \$23.8 million decrease caused by the timing of receipts and payments in our ordinary course of business, including a \$35.1 million decrease from timing of cash receipts on accounts receivable, partially offset by higher net income for the year ended September 30, 2012.

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Net cash provided by operating activities totaled \$136.2 million in fiscal 2011 compared to \$105.8 million in fiscal 2010. The \$30.4 million increase was mainly attributable to higher income for fiscal 2011, as well as a \$38.3 million increase caused by the timing of receipts and payments in our ordinary course of business, including primarily a \$20.1 million increase from timing of cash receipts on accounts receivable and a \$26.7 million increase from timing of income tax payments from other liabilities.

### ***Cash Flows from Investing Activities***

Net cash used by investing activities totaled \$65.7 million in fiscal 2012 compared to \$51.7 million in fiscal 2011. The increase in cash used in investing activities was primarily attributable to \$123.6 million net cash used for the acquisition of Adepra and Entiera and a \$11.5 million increase in purchases of property and equipment during fiscal 2012, partially offset by \$83.6 million of proceeds from sales and maturities of marketable securities, net of purchases, for fiscal 2012 compared to \$37.8 million of cash used in purchases of marketable securities, net of sales and maturities, during fiscal 2011.

Net cash used by investing activities totaled \$51.7 million in fiscal 2011 compared to net cash provided of \$110.6 million in fiscal 2010. The change was driven by \$37.8 million in cash used for purchases of marketable securities, net of sales and proceeds from maturities during fiscal 2011 compared to \$125.9 million in proceeds from maturities and sales of marketable securities, net of purchases, during fiscal 2010.

### ***Cash Flows from Financing Activities***

Net cash used in financing activities increased \$34.5 million to \$128.5 million during fiscal 2012 from \$94.0 million during fiscal 2011. The increase was primarily due to \$191.1 million of common stock repurchased in fiscal 2012 versus \$91.4 million of common stock repurchased in fiscal 2011, partially offset by a \$63.2 million increase in cash generated from stock option exercises attributable to a higher average stock price for fiscal 2012.

Net cash used in financing activities totaled \$94.0 million in fiscal 2011, compared to \$248.5 million in fiscal 2010. The decrease in cash used in financing activities was primarily due to the \$104.7 million decrease of cash paid to repurchase common stock, and the repayment of \$295 million of debt outstanding on our revolving line of credit in fiscal 2010, partially offset by cash provided from the issuance of \$245 million of Senior Notes on July 14, 2010.

### ***Repurchases of Common Stock***

From time to time, we repurchase our common stock in the open market. During fiscal 2012, 2011 and 2010, we expended \$184.3 million, \$96.3 million and \$198.0 million, respectively, in connection with our repurchase of common stock. On November 2, 2011, our Board of Directors approved an open-ended stock repurchase program to acquire shares of our common stock up to an aggregate cost of \$150.0 million in the open market or through negotiated transactions. Following completion of the program in July 2012, our Board of Directors approved a stock repurchase program on August 16, 2012 to acquire shares of our common stock up to an aggregate cost of \$150.0 million in the open market or in negotiated transactions. As of September 30, 2012, we had \$150.0 million remaining under this authorization.

### ***Dividends***

We paid quarterly dividends of two cents per share, or eight cents per year, during each of fiscal 2012, 2011 and 2010. Our dividend rate is set by the Board of Directors on a quarterly basis taking into account a variety of factors, including among others, our operating results and cash flows, general economic and industry conditions, our obligations, changes in applicable tax laws and other factors deemed relevant by the Board. Although we expect to continue to pay dividends at the current rate, our dividend rate is subject to change from time to time based on the Board's business judgment with respect to these and other relevant factors.

**Revolving Line of Credit**

We have a \$200 million unsecured revolving line of credit with a syndicate of banks that expires on September 28, 2016. Proceeds from the credit facility can be used for working capital and general corporate purposes and may also be used for the refinancing of existing debt, acquisitions, and the repurchase of the Company's common stock. Interest on amounts borrowed under the credit facility is based on (i) a base rate, which is the greater of (a) the prime rate and (b) the Federal Funds rate plus 0.50% or (ii) LIBOR plus an applicable margin. The margin on LIBOR borrowings ranges from 1.000% to 1.625% and is determined based on our consolidated leverage ratio. In addition, we must pay utilization fees if borrowings and commitments under the credit facility exceed 50% of the total credit facility commitment, as well as facility fees. The credit facility contains certain restrictive covenants including maintaining a maximum consolidated leverage ratio of 3.0 and a minimum fixed charge ratio of 2.5, and also contains other covenants typical of unsecured facilities. As of September 30, 2012, we had no borrowings outstanding under the credit facility and were in compliance with all financial covenants.

**Senior Notes**

In May 2008, we issued \$275 million of Senior Notes in a private placement to a group of institutional investors. These Senior Notes were issued in four series with maturities ranging from 5 to 10 years. These Senior Notes' weighted average interest rate is 6.8% and the weighted average maturity is 7.9 years. In addition, on July 14, 2010, we issued \$245 million of Senior Notes in a private placement to a group of institutional investors. These Senior Notes have a weighted average interest rate of 5.2% and a weighted average maturity of 8.0 years.

All of the Senior Notes are subject to certain restrictive covenants that are substantially similar to those in the credit agreement for the revolving credit facility, including maintenance of consolidated leverage and fixed charge coverage ratios. The purchase agreements for the Senior Notes also include covenants typical of unsecured facilities. As of September 30, 2012 we were in compliance with all financial covenants under these purchase agreements.

**Contractual Obligations**

The following is a summary of our contractual obligations at September 30, 2012:

|                                      | 2013             | 2014            | 2015             | 2016            | 2017             | Thereafter       | Total            |
|--------------------------------------|------------------|-----------------|------------------|-----------------|------------------|------------------|------------------|
| Senior Notes (1)                     | \$ 49,000        | \$ 8,000        | \$ 71,000        | \$60,000        | \$ 72,000        | \$244,000        | \$504,000        |
| Interest due on debt obligations (2) | 30,503           | 27,382          | 26,873           | 22,136          | 19,303           | 26,696           | 152,893          |
| Operating lease obligations          | 25,180           | 22,537          | 17,808           | 14,714          | 11,762           | 26,150           | 118,151          |
| Purchase obligations (3)             | 4,400            | 2,600           | —                | —               | —                | —                | 7,000            |
| Unrecognized tax benefits (4)        | —                | —               | —                | —               | —                | —                | 7,501            |
| Total commitments                    | <u>\$109,083</u> | <u>\$60,519</u> | <u>\$115,681</u> | <u>\$96,850</u> | <u>\$103,065</u> | <u>\$296,846</u> | <u>\$789,545</u> |

- (1) Represents the unpaid principal amount of our \$275 million Senior Notes issued in May 2008 and the \$245 million Senior Notes issued in July 2010.
- (2) Interest due on debt obligations represents interest payments on our Senior Notes.
- (3) Represents amounts associated with agreements that are enforceable, legally binding and specify terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the payments.
- (4) Unrecognized tax benefits related to uncertain tax positions. As we are not able to reasonably estimate the timing of the payments or the amount by which the liability will increase or decrease over time, the related balances have not been reflected in the section of the table showing payment by fiscal year.

## **Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources.

## **Critical Accounting Policies and Estimates**

We prepare our consolidated financial statements in conformity with U.S. generally accepted accounting principles. These accounting principles require management to make certain judgments and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. We periodically evaluate our estimates including those relating to revenue recognition, the allowance for doubtful accounts, goodwill and other intangible assets resulting from business acquisitions, share-based compensation, income taxes and contingencies and litigation. We base our estimates on historical experience and various other assumptions that we believe to be reasonable based on the specific circumstances, the results of which form the basis for making judgments about the carrying value of certain assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

We believe the following critical accounting policies involve the most significant judgments and estimates used in the preparation of our consolidated financial statements:

### ***Revenue Recognition***

#### ***Software Licenses***

Software license fee revenue is recognized when persuasive evidence of an arrangement exists, software is made available to our customers, the fee is fixed or determinable and collection is probable. The determination of whether fees are fixed or determinable and collection is probable involves the use of assumptions. If at the outset of an arrangement we determine that the arrangement fee is not fixed or determinable, revenue is deferred until the arrangement fee becomes fixed or determinable, assuming all other revenue recognition criteria have been met. If at the outset of an arrangement we determine that collectability is not probable, revenue is deferred until the earlier of when collectability becomes probable or the receipt of payment. If there is uncertainty as to the customer's acceptance of our deliverables, revenue is not recognized until the earlier of receipt of customer acceptance, expiration of the acceptance period, or when we can demonstrate we meet the acceptance criteria. We evaluate contract terms and customer information to ensure that these criteria are met prior to our recognition of license fee revenue.

We use the residual method to recognize revenue when a software arrangement includes one or more elements to be delivered at a future date provided the following criteria are met: (i) vendor-specific objective evidence ("VSOE") of the fair value does not exist for one or more of the delivered items but exists for all undelivered elements, (ii) all other applicable revenue recognition criteria are met and (iii) the fair value of all of the undelivered elements is less than the arrangement fee. VSOE of fair value is based on the normal pricing practices for those products and services when sold separately by us and customer renewal rates for post-contract customer support services. Under the residual method, the fair value of the undelivered elements is deferred and the remaining portion of the arrangement fee is recognized as revenue. If evidence of the fair value of one or more undelivered elements does not exist, the revenue is deferred and recognized when delivery of those elements occurs or when fair value can be established. Changes to the elements in a software arrangement, the ability to identify VSOE for those elements, the fair value of the respective elements, and change to a product's estimated life cycle could materially impact the amount of earned and unearned revenue.

When software licenses are sold together with implementation or consulting services, license fees are recognized upon delivery provided that the above criteria are met, payment of the license fees is not dependent upon the performance of the services, and the services do not provide significant customization or modification

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of the software products and are not essential to the functionality of the software that was delivered. For arrangements with services that are essential to the functionality of the software, the license and related service revenues are recognized using contract accounting as described below.

Revenues from post-contract customer support services, such as software maintenance, are recognized on a straight-line basis over the term of the support period. The majority of our software maintenance agreements provide technical support as well as unspecified software product upgrades and releases when and if made available by us during the term of the support period.

### *Transactional-based Revenues*

Transactional-based revenue is recognized when persuasive evidence of an arrangement exists, fees are fixed or determinable, and collection is reasonably assured. Revenues from our credit scoring, data processing, data management and internet delivery services are recognized as these services are performed. Revenues from transactional or unit-based license fees under software license arrangements, network service and internally-hosted software agreements are recognized based on minimum contractual amounts or on system usage that exceeds minimum contractual amounts. Certain of our transactional-based revenues are based on transaction or active account volumes as reported by our clients. In instances where volumes are reported to us in arrears, we estimate volumes based on preliminary customer transaction information or average actual reported volumes for an immediate trailing period. Differences between our estimates and actual final volumes reported are recorded in the period in which actual volumes are reported. We have not experienced significant variances between our estimates and actual reported volumes in the past and anticipate that we will be able to continue to make reasonable estimates in the future. If for some reason we were unable to reasonably estimate transaction volumes in the future, revenue may be deferred until actual customer data is received, and this could have a material impact on our consolidated results of operations.

### *Consulting Services*

We provide consulting, training, model development and software integration services under both hourly-based time and materials and fixed-priced contracts. When consulting services qualify for separate accounting, revenues from these services are generally recognized as the services are performed. For fixed-price service contracts, we use a proportionate performance model with hours as the input method of attribution to determine progress towards completion, with consideration also given to output measures, such as contract milestones, when applicable. In such instances, management is required to estimate the total estimated hours of the project. Adjustments to estimates are made in the period in which the facts requiring such revisions become known and, accordingly, recognized revenues and profits are subject to revisions as the contract progresses to completion. Estimated losses, if any, are recorded in the period in which current estimates of total contract revenue and contract costs indicate a loss. If substantive uncertainty related to customer acceptance of services exists, we defer the associated revenue until the contract is completed. We have not experienced significant variances between our estimates and actual hours in the past and anticipate that we will be able to continue to make reasonable estimates in the future. If for some reason we are unable to accurately estimate the input measures, revenue would be deferred until the contract is complete, and this could have a material impact on our consolidated results of operations.

### *Hosting Services*

We are an application service provider (“ASP”), where we provide hosting services that allow customers access to software that resides on our servers. The ASP model typically includes an up-front fee and a monthly commitment from the customer that commences upon completion of the implementation through the remainder of the customer life. The up-front fee is the initial setup fee, or the implementation fee. The monthly commitment includes, but is not limited to, a fixed monthly fee or a transactional fee based on system usage that exceeds monthly minimums. Revenue is recognized from ASP transactions when there is persuasive evidence of an

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arrangement, the service has been provided to the customer, the amount of fees is fixed or determinable and the collection of the Company's fees is probable. We do not view the activities of signing the contract or providing initial setup services as discrete earnings events. Revenue is typically deferred until the date the customer commences use of our services, at which point the up-front fees are recognized ratably over the customer life of the customer arrangement. ASP transactional fees are recorded monthly as earned.

### *Multiple-Deliverable Arrangements including Non-Software*

When we enter into a multiple-deliverable arrangement that includes non-software, each deliverable is accounted for as a separate unit of accounting if the following criteria are met: (i) the delivered item or items have value to the customer on a standalone basis and (ii) for an arrangement that includes a general right of return relative to the delivered item(s), delivery or performance of the undelivered item(s) is considered probable and substantially in our control. We consider a deliverable to have standalone value if we sell this item separately or if the item is sold by another vendor or could be resold by the customer. Further, our revenue arrangements generally do not include a general right of return relative to delivered products. Revenue for multiple element arrangements is allocated to the software and non-software deliverables based on a relative selling price. We use VSOE in our allocation of arrangement consideration when it is available. We define VSOE as a median price of recent standalone transactions that are priced within a narrow range, as defined by us. If a product or service is seldom sold separately, it is unlikely that we can determine VSOE. In circumstances when VSOE does not exist, we then assess whether we can obtain third-party evidence ("TPE") of the selling price. It may be difficult for us to obtain sufficient information on competitor pricing to substantiate TPE and therefore we may not always be able to use TPE. When we are unable to establish selling price using VSOE or TPE, we use estimated selling price ("ESP") in our allocation of arrangement consideration. The objective of ESP is to determine the price at which we would transact if the product or service were sold by us on a standalone basis. Our determination of ESP involves weighting several factors based on the specific facts and circumstances of each arrangement. The factors include, but are not limited to, geographies, market conditions, gross margin objectives, pricing practices and controls, customer segment pricing strategies and the product lifecycle. We analyze selling prices used in our allocation of arrangement consideration on an annual basis, or more frequently if necessary. Selling prices will be analyzed more frequently if a significant change in our business necessitates a more timely analysis or if we experience significant variances in our selling prices.

### *Gross vs. Net Revenue Reporting*

We apply accounting guidance to determine whether we report revenue for certain transactions based upon the gross amount billed to the customer, or the net amount retained by us. In accordance with the guidance we record revenue on a gross basis for sales in which we have acted as the principal and on a net basis for those sales in which we have in substance acted as an agent or broker in the transaction.

### *Business Combinations*

Accounting for our acquisitions requires us to recognize, separately from goodwill, the assets acquired and the liabilities assumed at their acquisition date fair values. Goodwill as of the acquisition date is measured as the excess of consideration transferred and the net of the acquisition date fair values of the assets acquired and the liabilities assumed. While we use our best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date, our estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, we record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to our consolidated statements of income and comprehensive income.

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Accounting for business combinations requires our management to make significant estimates and assumptions, especially at the acquisition date including our estimates for intangible assets, contractual obligations assumed, pre-acquisition contingencies and contingent consideration, where applicable. If we cannot reasonably determine the fair value of a pre-acquisition contingency (non-income tax related) by the end of the measurement period, we will recognize an asset or a liability for such pre-acquisition contingency if: (i) it is probable that an asset existed or a liability had been incurred at the acquisition date and (ii) the amount of the asset or liability can be reasonably estimated. Although we believe the assumptions and estimates we have made in the past have been reasonable and appropriate, they are based in part on historical experience and information obtained from the management of the acquired companies and are inherently uncertain. Subsequent to the measurement period, changes in our estimates of such contingencies will affect earnings and could have a material effect on our results of operations and financial position.

Examples of critical estimates in valuing certain of the intangible assets we have acquired include but are not limited to: (i) future expected cash flows from software license sales, support agreements, consulting contracts, other customer contracts and acquired developed technologies and patents; (ii) expected costs to develop the in-process research and development into commercially viable products and estimated cash flows from the projects when completed, and; (iii) the acquired company's brand and competitive position, as well as assumptions about the period of time the acquired brand will continue to be used in the combined company's product portfolio. Unanticipated events and circumstances may occur that may affect the accuracy or validity of such assumptions, estimates or actual results.

In addition, uncertain tax positions and tax related valuation allowances assumed in connection with a business combination are initially estimated as of the acquisition date. We reevaluate these items quarterly based upon facts and circumstances that existed as of the acquisition date with any adjustments to our preliminary estimates being recorded to goodwill provided that we are within the measurement period. Subsequent to the measurement period or our final determination of the tax allowance's or contingency's estimated value, whichever comes first, changes to these uncertain tax positions and tax related valuation allowances will affect our provision for income taxes in our consolidated statement of operations and could have a material impact on our results of operations and financial position.

### ***Allowance for Doubtful Accounts***

We make estimates regarding the collectability of our accounts receivable. When we evaluate the adequacy of our allowance for doubtful accounts, we analyze specific accounts receivable balances, historical bad debts, customer creditworthiness, current economic trends and changes in our customer payment cycles. Material differences may result in the amount and timing of expense for any period if we were to make different judgments or utilize different estimates. If the financial condition of our customers deteriorates resulting in an impairment of their ability to make payments, additional allowances might be required.

### ***Valuation of Goodwill and Other Intangible Assets — Impairment Assessment***

Our business acquisitions typically result in the recognition of goodwill and other intangible assets, which affect the amount of current and future period charges and amortization expense. Goodwill represents the excess of the purchase price over the fair value of net assets acquired, including identified intangible assets, in connection with our business combinations. We amortize our finite-lived intangible assets using the straight-line method over the estimated useful lives. Goodwill is not amortized, but is assessed at least annually for impairment.

The determination of the value of these components of a business combination, as well as associated asset useful lives, requires management to make various estimates and assumptions. Critical estimates in valuing certain of the intangible assets include but are not limited to: future expected cash flows from product sales and services, maintenance agreements, consulting contracts, customer contracts, and acquired developed technologies

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and patents or trademarks; the acquired company's brand awareness and market position, as well as assumptions about the period of time the acquired products and services will continue to be used in our product portfolio; and discount rates. Management's estimates of fair value and useful lives are based upon assumptions believed to be reasonable. Estimates using different assumptions, or unanticipated events and circumstances could produce significantly different results.

We assess potential impairments to our intangible assets when there is evidence that events and circumstances related to our financial performance and economic environment indicate the carrying amount of the assets may not be recoverable. When impairment indicators are identified with respect to our previously recorded intangible assets with finite useful lives, we test for impairment using undiscounted cash flows. If such tests indicate impairment, then we measure and record the impairment as the difference between the carrying value of the asset and the fair value of the asset. Significant management judgment is required in forecasting future operating results used in the preparation of the projected cash flows. Should different conditions prevail, material write downs of net intangible assets could occur. We periodically review the estimated remaining useful lives of our acquired intangible assets. A reduction in our estimate of remaining useful lives, if any, could result in increased annual amortization expense in future periods.

We test goodwill for impairment at the reporting unit levels, which we have determined are the same as our reportable segments, at least annually during the fourth quarter of each fiscal year. The timing and frequency of our goodwill impairment test is based on an ongoing assessment of events and circumstances that would be an indicator of potential impairment of a reporting unit, with the fair value below its carrying value. The first step of the goodwill impairment test is a comparison of the fair value of a reporting unit to its carrying value. We estimate the fair values of our reporting units using a weighted combination of discounted cash flow valuation model (known as the income approach) and a comparison of our reporting units to guideline publicly-traded companies (known as the market approach). These methods require estimates of our future revenues, profits, capital expenditures, working capital, costs of capital and other relevant factors, as well as selecting appropriate guideline publicly-traded companies for each reporting unit. We evaluate historical trends, current budgets, operating plans, industry data, and other relevant factors when estimating these amounts. Using assumptions that are different from those used in our estimates, but in each case reasonable, could produce significantly different results and materially affect the determination of fair value and/or goodwill impairment for each reporting unit. For example, if the economic environment impacts our forecasts beyond what we have anticipated, it could cause the fair value of a reporting unit to fall below its respective carrying value.

The key assumptions that require significant management judgment for the income approach include revenue growth rates and weighted average cost of capital. In our analysis, revenue growth rates were primarily based on third party studies of industry growth rates for each of our reporting units. Within each reporting unit, management refined these estimates based on their knowledge of the product, the needs of our customers and expected market opportunity. The weighted average cost of capital was determined based on publicly available data such as the long-term yield on U.S. treasury bonds, the expected rate of return on high quality bonds and the returns and betas of various equity instruments. As it relates to the market approach, there is less management judgment in determining the fair value of our reporting units other than selecting which guideline publicly-traded companies are included in our peer group.

In the fourth quarter of fiscal 2012 we performed our annual goodwill impairment test. In step one of that test we compared the estimated fair value of each reporting unit to its carrying value. The estimated fair value of each of our reporting units exceeded its respective carrying value in fiscal 2012, indicating the underlying goodwill of each reporting unit was not impaired as of our most recent testing date. Accordingly, we were not required to complete the second step of the goodwill impairment test and recorded no goodwill impairment charges for the twelve months ended September 30, 2012.

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As discussed above, estimates of fair value for all of our reporting units can be affected by a variety of external and internal factors. We believe that the assumptions and estimates utilized were appropriate based on the information available to management. The timing and recognition of impairment losses by us in the future, if any, may be highly dependent upon our estimates and assumptions.

### ***Share-Based Compensation***

We account for share-based compensation using the fair value recognition provisions as required in the accounting literature. We estimate the fair value of options granted using the Black-Scholes option valuation model. We estimate the volatility of our common stock at the date of grant based on a combination of the implied volatility of publicly traded options on our common stock and our historical volatility rate. We estimate the expected term of options granted based on historical exercise patterns. The dividend yield assumption is based on historical dividend payouts. The risk-free interest rate assumption is based on observed interest rates appropriate for the term of our employee options. We use historical data to estimate pre-vesting option forfeitures and record share-based compensation expense only for those awards that are expected to vest. For options granted, we amortize the fair value on a straight-line basis. All options are amortized over the requisite service periods of the awards, which are generally the vesting periods. If factors change we may decide to use different assumptions under the Black-Scholes option valuation model in the future, which could materially affect our share-based compensation expense, net income and earnings per share.

### ***Income Taxes***

We estimate our income taxes based on the various jurisdictions where we conduct business, which involves significant judgment in determining our income tax provision. We estimate our current tax liability and assess temporary differences that result from differing treatments of certain items for tax and accounting purposes. These differences result in deferred tax assets and liabilities recorded on our balance sheet. We then assess the likelihood our deferred tax assets will be realized and to the extent we believe realization is not likely, we establish a valuation allowance. When we establish a valuation allowance or increase this allowance in an accounting period, we record a corresponding income tax expense in our consolidated statement of income and comprehensive income. In assessing the need for the valuation allowance, we consider future taxable income in the jurisdictions we operate; an analysis of our deferred tax assets and the periods over which will be realizable; and ongoing prudent and feasible tax planning strategies. An increase in the valuation allowance would have an adverse impact, which could be material, on our income tax provision and net income in the period in which we record the increase.

We recognize and measure benefits for uncertain tax positions using a two-step approach. The first step is to evaluate the tax position taken or expected to be taken in a tax return by determining if the technical merits of the tax position indicate it is more likely than not that the tax position will be sustained upon audit, including resolution of any related appeals or litigation processes. For tax positions more likely than not of being sustained upon audit, the second step is to measure the tax benefit as the largest amount more than 50% likely of being realized upon settlement. Significant judgment is required to evaluate uncertain tax positions and they are evaluated on a quarterly basis. Our evaluations are based upon a number of factors, including changes in facts or circumstances, changes in tax law, correspondence with tax authorities during the course of audits and effective settlement of audit issues. Changes in the recognition or measurement of uncertain tax positions could result in material increases or decreases in our income tax expense in the period in which we make the change, which could have a material impact on our effective tax rate and operating results.

A description of our accounting policies associated with tax-related contingencies and valuation allowances assumed as part of a business combination is provided under “Business Combinations” above.

### ***Contingencies and Litigation***

We are subject to various proceedings, lawsuits and claims relating to products and services, technology, labor, shareholder and other matters. We are required to assess the likelihood of any adverse outcomes and the potential range of probable losses in these matters. If the potential loss is considered probable and the amount can be reasonably estimated, we accrue a liability for the estimated loss. If the potential loss is considered less than probable or the amount cannot be reasonably estimated, disclosure of the matter is considered. The amount of loss accrual or disclosure, if any, is determined after analysis of each matter, and is subject to adjustment if warranted by new developments or revised strategies. Due to uncertainties related to these matters, accruals or disclosures are based on the best information available at the time. Significant judgment is required in both the assessment of likelihood and in the determination of a range of potential losses. Revisions in the estimates of the potential liabilities could have a material impact on our consolidated financial position or consolidated results of operations.

### ***New Accounting Pronouncements Recently Issued or Adopted***

On May 12, 2011 the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-04, “*Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*” (ASU 2011-04). This update amends Accounting Standards Codification (ASC) Topic 820, “*Fair Value Measurement and Disclosure.*” ASU 2011-04 clarifies the application of certain existing fair value measurement guidance and expands the disclosures for fair value measurements that are estimated using significant unobservable (Level 3) inputs. ASU 2011-04 is effective for annual and interim reporting periods beginning on or after December 15, 2011, which means that it will be effective for our fiscal year beginning October 1, 2012. The new guidance is to be adopted prospectively and early adoption is not permitted. We do not believe that adoption of ASU 2011-04 will have a significant impact on our consolidated financial statements.

On September 15, 2011, the FASB issued ASU No. 2011-08, “*Intangibles — Goodwill and Other (Topic 350): Testing Goodwill for Impairment*” (ASU 2011-08). This update amends the guidance in ASC 350-20 on testing goodwill for impairment. Under the revised guidance, entities testing goodwill for impairment have the option of performing a qualitative assessment before calculating the fair value of the reporting unit (i.e. step 1 of the goodwill impairment test). If entities determine, on the basis of qualitative factors, that the fair value of the reporting unit is more likely than not less than the carrying amount, the two-step impairment test would be required. ASU 2011-08 does not change how goodwill is calculated or assigned to reporting units, nor does it revise the requirement to test goodwill annually for impairment. In addition, ASU 2011-08 does not amend the requirement to test goodwill for impairment between annual tests if events or circumstances warrant; however, it does revise the examples of events and circumstances that an entity should consider. ASU 2011-08 is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, which means that it will be effective for our fiscal year beginning October 1, 2012. We do not believe that adoption of ASU 2011-08 will have a significant impact on our consolidated financial statements.

On June 16, 2011 the FASB issued ASU No. 2011-05, “*Comprehensive Income (Topic 220): Presentation of Comprehensive Income*” (ASU 2011-05) and on December 23, 2011 the FASB issued ASU No. 2011-12, “*Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05.*” These updates amend ASC Topic 220, “*Comprehensive Income*” to provide that total comprehensive income will be reported in one continuous statement or two separate but consecutive statements of financial performance. Presentation of total comprehensive income in the statement of stockholders’ equity or the footnotes will no longer be allowed. The calculation of net income and basic and diluted net income per share will not be affected. ASU 2011-05 is effective for fiscal years, and interim periods within those years, beginning on or after December 15, 2011, which means that it will be effective for our fiscal year beginning October 1, 2012. Retrospective adoption is required and early adoption is permitted. We elected to early adopt ASU 2011-05 under the one-statement approach, which did not have a significant impact on our consolidated financial statements.

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On December 16, 2011 the FASB issued ASU No. 2011-11, “*Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities.*” (ASU 2011-11). ASU 2011-11 provides for additional disclosures of both gross information and net information about both instruments and transactions eligible for offset in the statement of financial position and instruments and transactions subject to an agreement similar to a master netting arrangement. This scope would include derivatives, sale and repurchase agreements and reverse sale and repurchase agreements, and securities borrowing and securities lending arrangements. ASU 2011-11 is effective for fiscal years, and interim periods within those years, beginning on or after January 1, 2013, which means that it will be effective for our fiscal year beginning October 1, 2013. Retrospective adoption is required. We do not believe that adoption of ASU 2011-11 will have a significant impact on our consolidated financial statements.

### **Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

#### **Market Risk Disclosures**

We are exposed to market risk related to changes in interest rates, equity market prices, and foreign currency exchange rates. We do not use derivative financial instruments for speculative or trading purposes.

#### **Interest Rate and Equity Market Price**

We maintain an investment portfolio consisting mainly of income securities with an average maturity of two years or less. These available-for-sale securities are subject to interest rate risk and will fall in value if market interest rates increase. We have the ability to hold our fixed income investments until maturity, and therefore we would not expect our operating results or cash flows to be affected to any significant degree by the effect of a sudden change in market interest rates on our securities portfolio. The following table presents the principal amounts and related weighted-average yields for our investments with interest rate risk at September 30, 2012 and 2011:

|                           | September 30, 2012     |                 |               | September 30, 2011 |                  |               |
|---------------------------|------------------------|-----------------|---------------|--------------------|------------------|---------------|
|                           | Cost Basis             | Carrying Amount | Average Yield | Cost Basis         | Carrying Amount  | Average Yield |
|                           | (Dollars in thousands) |                 |               |                    |                  |               |
| Cash and cash equivalents | \$ 71,609              | \$71,609        | 0.00%         | \$135,752          | \$135,752        | 0.14%         |
| Short-term investments    | 22,008                 | 22,008          | 0.16%         | 105,819            | 105,826          | 0.16%         |
|                           | <u>\$ 93,617</u>       | <u>\$93,617</u> | 0.04%         | <u>\$241,571</u>   | <u>\$241,578</u> | 0.15%         |

In May 2008, we issued \$275 million of Senior Notes to a group of institutional investors in a private placement. In July 2010 we issued an additional \$245 million of Senior Notes to a group of institutional investors in a private placement. The fair value of our Senior Notes may increase or decrease due to various factors, including fluctuations in market interest rates and fluctuations in general economic conditions. See Management’s Discussion and Analysis of Financial Condition and Results of Operations — Capital Resources and Liquidity, above, for additional information on the Senior Notes. The following table presents the principal amounts, carrying amounts, and fair values for our Senior Notes at September 30, 2012 and 2011:

|                                      | September 30, 2012 |                  |            | September 30, 2011 |                  |            |
|--------------------------------------|--------------------|------------------|------------|--------------------|------------------|------------|
|                                      | Principal          | Carrying Amounts | Fair Value | Principal          | Carrying Amounts | Fair Value |
|                                      | (In thousands)     |                  |            |                    |                  |            |
| May 2008 \$275 million Senior Notes  | \$ 259,000         | \$ 259,000       | \$ 275,201 | \$ 267,000         | \$ 267,000       | \$ 305,874 |
| July 2010 \$245 million Senior Notes | \$ 245,000         | \$ 245,000       | \$ 243,866 | \$ 245,000         | \$ 245,000       | \$ 266,620 |

We have interest rate risk with respect to our five-year \$200 million unsecured revolving line of credit. Interest on amounts borrowed under the line of credit is based on (i) a base rate, which is the greater of (a) the prime rate and (b) the Federal Funds rate plus 0.50% or (ii) LIBOR plus an applicable margin. The margin on

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LIBOR borrowings ranges from 1.000% to 1.625% and is determined based on our consolidated leverage ratio. A change in interest rates on this variable rate debt impacts the interest incurred and cash flows, but does not impact the fair value of the instrument. We had no borrowings outstanding under the credit facility as of September 30, 2012.

**Forward Foreign Currency Contracts**

We maintain a program to manage our foreign currency exchange rate risk on existing foreign currency receivable and cash balances by entering into forward contracts to sell or buy foreign currency. At period end, foreign-denominated receivables and cash balances held by our U.S. reporting entities are remeasured into the U.S. dollar functional currency at current market rates. The change in value from this remeasurement is then reported as a foreign exchange gain or loss for that period in our accompanying consolidated statements of income and comprehensive income and the resulting gain or loss on the forward contract mitigates the exchange rate risk of the associated assets. All of our forward foreign currency contracts have maturity periods of less than three months. Such derivative financial instruments are subject to market risk.

The following table summarizes our outstanding forward foreign currency contracts, by currency at September 30, 2012 and 2011:

|                        | September 30, 2012 |         |            |
|------------------------|--------------------|---------|------------|
|                        | Contract Amount    |         | Fair Value |
|                        | Foreign Currency   | US\$    | US\$       |
|                        | (In thousands)     |         |            |
| Sell foreign currency: |                    |         |            |
| Canadian dollar (CAD)  | CAD 2,750          | \$2,794 | \$ —       |
| Euro (EUR)             | EUR 4,060          | \$5,255 | —          |
| Buy foreign currency:  |                    |         |            |
| British pound (GBP)    | GBP 6,131          | \$9,950 | —          |

|                        | September 30, 2011 |         |            |
|------------------------|--------------------|---------|------------|
|                        | Contract Amount    |         | Fair Value |
|                        | Foreign Currency   | US\$    | US\$       |
|                        | (In thousands)     |         |            |
| Sell foreign currency: |                    |         |            |
| Canadian dollar (CAD)  | CAD 8,000          | \$7,663 | \$ —       |
| Euro (EUR)             | EUR 4,830          | \$6,524 | —          |
| Buy foreign currency:  |                    |         |            |
| British pound (GBP)    | GBP 3,911          | \$6,100 | —          |

The forward foreign currency contracts were all entered into on September 30, 2012 and 2011; therefore, the fair value was \$0 on that date.

**Item 8. Financial Statements and Supplementary Data**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of  
Fair Isaac Corporation  
Minneapolis, Minnesota

We have audited the accompanying consolidated balance sheets of Fair Isaac Corporation and subsidiaries (the “Company”) as of September 30, 2012 and 2011, and the related consolidated statements of income and comprehensive income, stockholders’ equity, and cash flows for each of the three years in the period ended September 30, 2012. We also have audited the Company’s internal control over financial reporting as of September 30, 2012, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company’s management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Company’s internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company’s internal control over financial reporting is a process designed by, or under the supervision of, the company’s principal executive and principal financial officers, or persons performing similar functions, and effected by the company’s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of September 30, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended September 30, 2012, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of September 30, 2012, based on the criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

/s/ Deloitte & Touche LLP  
Minneapolis, MN  
November 16, 2012

**FAIR ISAAC CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**

|  | September 30,<br>2012                 | September 30,<br>2011 |
|--|---------------------------------------|-----------------------|
|  | (In thousands, except par value data) |                       |
| <b>Assets</b>  |                                       |                       |
| Current assets:  |                                       |                       |
| Cash and cash equivalents  | \$ 71,609                             | \$ 135,752            |
| Marketable securities available for sale, current portion  | 22,008                                | 105,826               |
| Accounts receivable, net   | 142,595                               | 104,974               |
| Prepaid expenses and other current assets  | 23,113                                | 17,929                |
| Total current assets   | 259,325                               | 364,481               |
| Marketable securities available for sale, less current portion   | 5,417                                 | 4,170                 |
| Other investments  | 11,083                                | 10,934                |
| Property and equipment, net  | 41,080                                | 33,017                |
| Goodwill   | 757,504                               | 664,688               |
| Intangible assets, net   | 52,299                                | 19,498                |
| Deferred income taxes  | 22,856                                | 25,032                |
| Other assets   | 9,047                                 | 7,648                 |
| Total assets   | <u>\$ 1,158,611</u>                   | <u>\$ 1,129,468</u>   |
| <b>Liabilities and Stockholders' Equity</b>  |                                       |                       |
| Current liabilities:   |                                       |                       |
| Accounts payable   | \$ 18,958                             | \$ 11,139             |
| Accrued compensation and employee benefits   | 50,043                                | 36,470                |
| Other accrued liabilities  | 43,645                                | 47,031                |
| Deferred revenue   | 47,959                                | 41,768                |
| Deferred income taxes  | —                                     | 2,090                 |
| Current maturities on long-term debt   | 49,000                                | 8,000                 |
| Total current liabilities  | 209,605                               | 146,498               |
| Senior notes   | 455,000                               | 504,000               |
| Other liabilities  | 19,600                                | 13,476                |
| Total liabilities  | <u>684,205</u>                        | <u>663,974</u>        |
| Commitments and contingencies  |                                       |                       |
| Stockholders' equity:  |                                       |                       |
| Preferred stock (\$0.01 par value; 1,000 shares authorized; none issued and outstanding)   | —                                     | —                     |
| Common stock (\$0.01 par value; 200,000 shares authorized, 88,857 shares issued and 34,839 and 37,084 shares outstanding at September 30, 2012 and 2011, respectively) | 348                                   | 371                   |
| Paid-in-capital  | 1,103,611                             | 1,098,388             |
| Treasury stock, at cost (54,018 and 51,773 shares at September 30, 2012 and 2011, respectively)  | (1,718,570)                           | (1,627,180)           |
| Retained earnings  | 1,104,825                             | 1,015,624             |
| Accumulated other comprehensive loss   | (15,808)                              | (21,709)              |
| Total stockholders' equity   | 474,406                               | 465,494               |
| Total liabilities and stockholders' equity   | <u>\$ 1,158,611</u>                   | <u>\$ 1,129,468</u>   |

See accompanying notes to consolidated financial statements.

**FAIR ISAAC CORPORATION**  
**CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME**

|  | Years Ended September 30, |                  |                  |
|--|---------------------------|------------------|------------------|
|  | 2012                      | 2011             | 2010             |
| (in thousands, except per share data)  |                           |                  |                  |
| <b>Revenues:</b>   |                           |                  |                  |
| Transactional and maintenance  | \$466,175                 | \$453,430        | \$455,487        |
| Professional services  | 124,971                   | 115,941          | 102,878          |
| License  | 85,277                    | 50,312           | 47,278           |
| Total revenues   | <u>676,423</u>            | <u>619,683</u>   | <u>605,643</u>   |
| <b>Operating expenses:</b>   |                           |                  |                  |
| Cost of revenues (1)   | 197,947                   | 186,470          | 180,932          |
| Research and development   | 59,527                    | 62,129           | 73,581           |
| Selling, general and administrative (1)  | 238,522                   | 223,615          | 225,263          |
| Amortization of intangible assets (1)  | 6,944                     | 7,741            | 10,901           |
| Restructuring and acquisition-related  | 5,125                     | 12,391           | 1,617            |
| Total operating expenses   | <u>508,065</u>            | <u>492,346</u>   | <u>492,294</u>   |
| Operating income   | 168,358                   | 127,337          | 113,349          |
| Interest income  | 317                       | 2,192            | 1,688            |
| Interest expense   | (31,734)                  | (32,364)         | (24,124)         |
| Other income (expense), net  | (698)                     | 290              | 1,391            |
| Income before income taxes   | 136,243                   | 97,455           | 92,304           |
| Provision for income taxes   | 44,239                    | 25,893           | 27,847           |
| Net income   | <u>92,004</u>             | <u>71,562</u>    | <u>64,457</u>    |
| <b>Other comprehensive income:</b>   |                           |                  |                  |
| Unrealized losses on investments, net of tax benefit of \$3, \$23 and \$250, for the years ended September 30, 2012, 2011 and 2010, respectively | (4)                       | (33)             | (387)            |
| Translation adjustments  | 5,905                     | (1,998)          | (1,862)          |
| Comprehensive income   | <u>\$ 97,905</u>          | <u>\$ 69,531</u> | <u>\$ 62,208</u> |
| Basic earnings per share   | \$ 2.64                   | \$ 1.82          | \$ 1.44          |
| Shares used in computing basic earnings per share  | <u>34,909</u>             | <u>39,359</u>    | <u>44,903</u>    |
| Diluted earnings per share   | \$ 2.55                   | \$ 1.79          | \$ 1.42          |
| Shares used in computing diluted earnings per share  | <u>36,063</u>             | <u>39,988</u>    | <u>45,308</u>    |

(1) Cost of revenues and selling, general and administrative expenses exclude the amortization of intangible assets. See Note 7 to consolidated financial statements.

See accompanying notes to consolidated financial statements.

**FAIR ISAAC CORPORATION**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**Years Ended September 30, 2012, 2011 and 2010**

|   | Common Stock                          |              | Paid-in-Capital    | Treasury Stock        | Retained Earnings   | Accumulated Other Comprehensive Income (Loss) | Total Stockholders' Equity |
|---|---------------------------------------|--------------|--------------------|-----------------------|---------------------|---|----------------------------|
|   | Shares                                | Par Value    |                    |                       |                     |   |                            |
|   | (In thousands, except per share data) |              |                    |                       |                     |   |                            |
| <b>Balance at September 30, 2009</b>                          | <b>48,156</b>                         | <b>\$482</b> | <b>\$1,106,292</b> | <b>\$ (1,375,400)</b> | <b>\$ 886,324</b>   | <b>\$ (17,429)</b>                            | <b>\$ 600,269</b>          |
| Share-based compensation                                      | —                                     | —            | 17,305             | —                     | —                   | —   | 17,305                     |
| Issuance of treasury stock under employee stock plans         | 516                                   | 5            | (15,636)           | 17,041                | —                   | —   | 1,410                      |
| Tax benefit from share based payment arrangements             | —                                     | —            | (4,717)            | —                     | —                   | —   | (4,717)                    |
| Repurchases of common stock                                   | (8,790)                               | (88)         | —                  | (197,894)             | —                   | —   | (197,982)                  |
| Dividends paid (\$0.08 per share)                             | —                                     | —            | —                  | —                     | (3,579)             | —   | (3,579)                    |
| Net income  | —                                     | —            | —                  | —                     | 64,457              | —   | 64,457                     |
| Unrealized losses on investments, net of tax benefit of \$250 | —                                     | —            | —                  | —                     | —                   | (387)   | (387)                      |
| Translation adjustments                                       | —                                     | —            | —                  | —                     | —                   | (1,862)                                       | (1,862)                    |
| <b>Balance at September 30, 2010</b>                          | <b>39,882</b>                         | <b>\$399</b> | <b>\$1,103,244</b> | <b>\$ (1,556,253)</b> | <b>\$ 947,202</b>   | <b>\$ (19,678)</b>                            | <b>\$ 474,914</b>          |
| Share-based compensation                                      | —                                     | —            | 15,500             | —                     | —                   | —   | 15,500                     |
| Issuance of treasury stock under employee stock plans         | 800                                   | 8            | (17,757)           | 25,362                | —                   | —   | 7,613                      |
| Tax benefit from share based payment arrangements             | —                                     | —            | (2,599)            | —                     | —                   | —   | (2,599)                    |
| Repurchases of common stock                                   | (3,598)                               | (36)         | —                  | (96,289)              | —                   | —   | (96,325)                   |
| Dividends paid (\$0.08 per share)                             | —                                     | —            | —                  | —                     | (3,140)             | —   | (3,140)                    |
| Net income  | —                                     | —            | —                  | —                     | 71,562              | —   | 71,562                     |
| Unrealized losses on investments, net of tax benefit of \$23  | —                                     | —            | —                  | —                     | —                   | (33)  | (33)                       |
| Translation adjustments                                       | —                                     | —            | —                  | —                     | —                   | (1,998)                                       | (1,998)                    |
| <b>Balance at September 30, 2011</b>                          | <b>37,084</b>                         | <b>\$371</b> | <b>\$1,098,388</b> | <b>\$ (1,627,180)</b> | <b>\$ 1,015,624</b> | <b>\$ (21,709)</b>                            | <b>\$ 465,494</b>          |
| Share-based compensation                                      | —                                     | —            | 21,229             | —                     | —                   | —   | 21,229                     |
| Issuance of treasury stock under employee stock plans         | 2,942                                 | 29           | (22,085)           | 92,849                | —                   | —   | 70,793                     |
| Tax benefit from share based payment arrangements             | —                                     | —            | 6,079              | —                     | —                   | —   | 6,079                      |
| Repurchases of common stock                                   | (5,187)                               | (52)         | —                  | (184,239)             | —                   | —   | (184,291)                  |
| Dividends paid (\$0.08 per share)                             | —                                     | —            | —                  | —                     | (2,803)             | —   | (2,803)                    |
| Net income  | —                                     | —            | —                  | —                     | 92,004              | —   | 92,004                     |
| Unrealized losses on investments, net of tax benefit of \$3   | —                                     | —            | —                  | —                     | —                   | (4)   | (4)                        |
| Translation adjustments                                       | —                                     | —            | —                  | —                     | —                   | 5,905   | 5,905                      |
| <b>Balance at September 30, 2012</b>                          | <b>34,839</b>                         | <b>\$348</b> | <b>\$1,103,611</b> | <b>\$ (1,718,570)</b> | <b>\$ 1,104,825</b> | <b>\$ (15,808)</b>                            | <b>\$ 474,406</b>          |

See accompanying notes to consolidated financial statements.

**FAIR ISAAC CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

|   | Years Ended September 30, |                   |                   |
|---|---------------------------|-------------------|-------------------|
|   | 2012                      | 2011              | 2010              |
|   | (In thousands)            |                   |                   |
| <b>Cash flows from operating activities:</b>  |                           |                   |                   |
| Net income  | \$ 92,004                 | \$ 71,562         | \$ 64,457         |
| Adjustments to reconcile net income to net cash provided by operating activities:   |                           |                   |                   |
| Depreciation and amortization   | 21,549                    | 24,197            | 30,918            |
| Share-based compensation  | 21,229                    | 15,500            | 17,305            |
| Deferred income taxes   | (7,121)                   | 1,252             | 6,761             |
| Tax effect from share-based payment arrangements  | 6,079                     | (2,599)           | (4,717)           |
| Excess tax benefits from share-based payment arrangements   | (8,079)                   | (1,664)           | (1,158)           |
| Net amortization of premium on marketable securities  | 221                       | 554               | 2,174             |
| Benefit from doubtful accounts  | (122)                     | (583)             | (118)             |
| Net loss on sales of property and equipment   | 63                        | 169               | 694               |
| Changes in operating assets and liabilities   |                           |                   |                   |
| Accounts receivable   | (26,490)                  | 8,571             | (11,561)          |
| Prepaid expenses and other assets   | 802                       | 2,060             | 315               |
| Accounts payable  | 6,810                     | (1,749)           | (317)             |
| Accrued compensation and employee benefits  | 11,314                    | 3,154             | 5,413             |
| Other liabilities   | 1,455                     | 18,727            | (3,290)           |
| Deferred revenue  | 10,032                    | (2,995)           | (1,096)           |
| Net cash provided by operating activities   | <u>129,746</u>            | <u>136,156</u>    | <u>105,780</u>    |
| <b>Cash flows from investing activities:</b>  |                           |                   |                   |
| Purchases of property and equipment   | (25,483)                  | (14,020)          | (17,453)          |
| Cash proceeds from sales of property and equipment  | —                         | —                 | 50                |
| Cash proceeds from sales of product line assets   | —                         | —                 | 2,182             |
| Purchases of marketable securities  | (48,067)                  | (144,224)         | (71,749)          |
| Proceeds from sale of marketable securities   | —                         | 13,644            | 10,014            |
| Proceeds from maturities of marketable securities   | 131,659                   | 92,759            | 187,593           |
| Cash paid for acquisitions, net of cash acquired  | (123,631)                 | —                 | —                 |
| Distribution from (purchase of) cost method investees   | (148)                     | 140               | —                 |
| Net cash provided by (used in) investing activities   | <u>(65,670)</u>           | <u>(51,701)</u>   | <u>110,637</u>    |
| <b>Cash flows from financing activities:</b>  |                           |                   |                   |
| Payments on revolving line of credit and other short-term loans   | (5,466)                   | —                 | (295,000)         |
| Proceeds from issuance of senior notes  | —                         | —                 | 245,000           |
| Payments on senior notes  | (8,000)                   | (8,000)           | —                 |
| Debt issuance costs   | —                         | (736)             | (1,343)           |
| Proceeds from issuance of treasury stock under employee stock plans   | 70,793                    | 7,613             | 1,410             |
| Dividends paid  | (2,803)                   | (3,140)           | (3,579)           |
| Repurchases of common stock   | (191,056)                 | (91,422)          | (196,119)         |
| Excess tax benefits from share-based payment arrangements   | 8,079                     | 1,664             | 1,158             |
| Net cash used in financing activities   | <u>(128,453)</u>          | <u>(94,021)</u>   | <u>(248,473)</u>  |
| <b>Effect of exchange rate changes on cash</b>  |                           |                   |                   |
| Decrease in cash and cash equivalents   | (64,143)                  | (10,447)          | (31,958)          |
| Cash and cash equivalents, beginning of year  | 135,752                   | 146,199           | 178,157           |
| Cash and cash equivalents, end of year  | <u>\$ 71,609</u>          | <u>\$ 135,752</u> | <u>\$ 146,199</u> |
| <b>Supplemental disclosures of cash flow information:</b>   |                           |                   |                   |
| Cash paid for income taxes, net of refunds of \$584, \$207 and \$457 during the years ended September 30, 2012, 2011 and 2010, respectively | \$ 36,852                 | \$ 11,460         | \$ 26,885         |
| Cash paid for interest  | \$ 31,421                 | \$ 31,974         | \$ 21,048         |

See accompanying notes to consolidated financial statements.

**FAIR ISAAC CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**Years Ended September 30, 2012, 2011 and 2010**

**1. Nature of Business and Summary of Significant Accounting Policies**

***Fair Isaac Corporation***

Incorporated under the laws of the State of Delaware, Fair Isaac Corporation (“FICO”) is a provider of analytic, software and data management products and services that enable businesses to automate, improve and connect decisions. FICO provides a range of analytical solutions, credit scoring and credit account management products and services to banks, credit reporting agencies, credit card processing agencies, insurers, retailers and healthcare organizations.

In these consolidated financial statements, FICO is referred to as “we,” “us,” “our,” or “FICO”.

***Principles of Consolidation and Basis of Presentation***

The consolidated financial statements include the accounts of FICO and its subsidiaries. All intercompany accounts and transactions have been eliminated.

***Use of Estimates***

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. These estimates and assumptions include, but are not limited to, assessing the following: the recoverability of accounts receivable, goodwill, intangible assets, software development costs, deferred tax assets, the benefits related to uncertain tax positions; the determination of the fair value of share-based compensation; the ability to estimate hours in connection with fixed-fee service contracts and transactional-based revenues for which actual transaction volumes have not yet been received; and the determination of whether fees are fixed or determinable and collection is probable or reasonably assured.

***Cash and Cash Equivalents***

Cash and cash equivalents consist of cash in banks and investments with a maturity of 90 days or less at time of purchase.

***Fair Value of Financial Instruments***

The fair value of certain of our financial instruments, including cash and cash equivalents, receivables, other current assets, accounts payable, accrued compensation and employee benefits, other accrued liabilities and amounts outstanding under our revolving line of credit, approximate their carrying amounts because of the short-term maturity of these instruments. The fair values of our cash and cash equivalents and marketable security investments are disclosed in Note 4. The fair value of our Senior Notes is disclosed in Note 10.

***Investments***

Management determines the appropriate classification of our investments in marketable debt and equity securities at the time of purchase, and re-evaluates this designation at each balance sheet date. While it is our intent to hold debt securities to maturity, our investments in U.S. government obligations and marketable equity and debt securities that have readily determinable fair values are classified as available-for-sale, as the sale of

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such securities may be required prior to maturity to implement management strategies. Therefore, such securities are carried at fair value with unrealized gains or losses related to these securities included in accumulated other comprehensive income (loss). The fair value of marketable securities is based upon inputs including quoted prices for identical or similar assets. Realized gains and losses are included in other income (expense), net on the consolidated statements of income and comprehensive income. The cost of investments sold is based on the specific identification method. Losses resulting from other than temporary declines in fair value are charged to operations. Investments with remaining maturities over one year are classified as long-term investments.

Our investments in equity securities of companies over which we do not have significant influence are accounted for under the cost method. The investment is originally recorded at cost and adjusted for additional contributions or distributions. Management periodically reviews cost-method investments for instances where fair value is less than the carrying amount and the decline in value is determined to be other than temporary. If the decline in value is judged to be other than temporary, the carrying amount of the security is written down to fair value and the resulting loss is charged to operations. We currently do not have investments in which we own 20% to 50% and exercise significant influence over operating and financial policies, therefore we do not account for any investment under the equity method.

***Concentration of Risk***

Financial instruments that potentially expose us to concentrations of risk consist primarily of cash and cash equivalents, marketable securities and accounts receivable, which are generally not collateralized. Our policy is to place our cash, cash equivalents, and marketable securities with high quality financial institutions, commercial corporations and government agencies in order to limit the amount of credit exposure. We have established guidelines relative to diversification and maturities for maintaining safety and liquidity. We generally do not require collateral from our customers, but our credit extension and collection policies include analyzing the financial condition of potential customers, establishing credit limits, monitoring payments, and aggressively pursuing delinquent accounts. We maintain allowances for potential credit losses.

A significant portion of our revenues are derived from the sales of products and services to the consumer credit and banking industries.

***Property and Equipment***

Property and equipment are recorded at cost less accumulated depreciation and amortization. Major renewals and improvements are capitalized, while repair and maintenance costs are expensed as incurred. Depreciation and amortization charges are calculated using the straight-line method over the following estimated useful lives:

|  | <u>Estimated Useful Life</u>                      |
|--|---|
| Data processing equipment and software | 3 years   |
| Office furniture and equipment         | 3 to 7 years                                      |
| Leasehold improvements                 | Shorter of estimated<br>useful life or lease term |

The cost and accumulated depreciation for property and equipment sold, retired or otherwise disposed of are removed from the applicable accounts and resulting gains or losses are recorded in our consolidated statements of income and comprehensive income. Depreciation and amortization on property and equipment totaled \$14.6 million, \$16.5 million and \$20.0 million during fiscal 2012, 2011 and 2010, respectively.

**FAIR ISAAC CORPORATION**  
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**Internal-use Software**

Costs incurred to develop internal-use software during the application development stage are capitalized and reported at cost. Application development stage costs generally include costs associated with internal-use software configuration, coding, installation and testing. Costs of significant upgrades and enhancements that result in additional functionality are also capitalized whereas costs incurred for maintenance and minor upgrades and enhancements are expensed as incurred. Capitalized costs are amortized using the straight-line method over two to three years. Software development costs required to be capitalized for internal-use software have not been material to date.

**Capitalized Software and Research and Development Costs**

Software development costs relating to products to be sold in the normal course of business are expensed as incurred as research and development costs until technological feasibility is established. Technological feasibility for our products occurs approximately concurrently with the general release of our products; accordingly, we have not capitalized any development or production costs. Costs we incur to maintain and support our existing products after the general release of the product are expensed in the period they are incurred and included in research and development costs in our statements of operations.

**Goodwill and Intangible Assets**

Goodwill represents the excess of the purchase price over the fair value of net assets acquired in connection with our business combinations (see Note 7). We test goodwill for impairment at the reporting unit level at least annually during the fourth quarter of each fiscal year and more frequently if impairment indicators are identified. We have determined that our reporting units are the same as our reportable segments. The first step of the goodwill impairment test is a comparison of the fair value of a reporting unit to its carrying value. We estimate the fair values of our reporting units using discounted cash flow valuation models and by comparing our reporting units to guideline publicly-traded companies. These methods require estimates of our future revenues, profits, capital expenditures, working capital, and other relevant factors, as well as selecting appropriate guideline publicly-traded companies for each reporting unit. We estimate these amounts by evaluating historical trends, current budgets, operating plans, industry data, and other relevant factors.

Finite-lived intangible assets are tested for impairment if impairment indicators arise. We amortize our finite-lived intangible assets which result from our acquisitions using the straight-line method over the following estimated useful lives:

|                                      | <u>Estimated Useful Life</u> |
|--------------------------------------|------------------------------|
| Completed technology                 | 4 to 6 years                 |
| Customer contracts and relationships | 5 to 15 years                |
| Trade names                          | 1 to 5 years                 |

**Revenue Recognition***Software Licenses*

Software license fee revenue is recognized when persuasive evidence of an arrangement exists, software is made available to our customers, the fee is fixed or determinable and collection is probable. The determination of whether fees are fixed or determinable and collection is probable involves the use of judgment. If at the outset of an arrangement we determine that the arrangement fee is not fixed or determinable, revenue is deferred until the

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arrangement fee becomes fixed or determinable, assuming all other revenue recognition criteria have been met. If at the outset of an arrangement we determine that collectability is not probable, revenue is deferred until the earlier of when collectability becomes probable or the receipt of payment. If there is uncertainty as to the customer's acceptance of our deliverables, revenue is not recognized until the earlier of receipt of customer acceptance, expiration of the acceptance period, or when we can demonstrate we meet the acceptance criteria. We evaluate contract terms and customer information to ensure that these criteria are met prior to our recognition of license fee revenue.

We use the residual method to recognize revenue when a software arrangement includes one or more elements to be delivered at a future date provided the following criteria are met: (i) vendor-specific objective evidence ("VSOE") of the fair value does not exist for one or more of the delivered items but exists for all undelivered elements, (ii) all other applicable revenue recognition criteria are met and (iii) the fair value of all of the undelivered elements is less than the arrangement fee. VSOE of fair value is based on the normal pricing practices for those products and services when sold separately by us and customer renewal rates for post-contract customer support services. Under the residual method, the fair value of the undelivered elements is deferred and the remaining portion of the arrangement fee is recognized as revenue. If evidence of the fair value of one or more undelivered elements does not exist, the revenue is deferred and recognized when delivery of those elements occurs or when fair value can be established. Changes to the elements in a software arrangement, the ability to identify VSOE for those elements, the fair value of the respective elements, and change to a product's estimated life cycle could materially impact the amount of earned and unearned revenue.

When software licenses are sold together with implementation or consulting services, license fees are recognized upon delivery provided that the above criteria are met, payment of the license fees is not dependent upon the performance of the services, and the services do not provide significant customization or modification of the software products and are not essential to the functionality of the software that was delivered. For arrangements with services that are essential to the functionality of the software, the license and related service revenues are recognized using contract accounting as described below.

Revenues from post-contract customer support services, such as software maintenance, are recognized on a straight-line basis over the term of the support period. The majority of our software maintenance agreements provide technical support as well as unspecified software product upgrades and releases when and if made available by us during the term of the support period.

*Transactional-based Revenues*

Transactional-based revenue is recognized when persuasive evidence of an arrangement exists, fees are fixed or determinable, and collection is reasonably assured. Revenues from our credit scoring, data processing, data management and internet delivery services are recognized as these services are performed. Revenues from transactional or unit-based license fees under software license arrangements, network service and internally-hosted software agreements are recognized based on minimum contractual amounts or on system usage that exceeds minimum contractual amounts. Certain of our transactional-based revenues are based on transaction or active account volumes as reported by our clients. In instances where volumes are reported to us in arrears, we estimate volumes based on preliminary customer transaction information or average actual reported volumes for an immediate trailing period. Differences between our estimates and actual final volumes reported are recorded in the period in which actual volumes are reported. We have not experienced significant variances between our estimates and actual reported volumes in the past and anticipate that we will be able to continue to make reasonable estimates in the future. If for some reason we were unable to reasonably estimate transaction volumes in the future, revenue may be deferred until actual customer data is received, and this could have a material impact on our consolidated results of operations.

**FAIR ISAAC CORPORATION**  
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*Consulting Services*

We provide consulting, training, model development and software integration services under both hourly-based time and materials and fixed-priced contracts. When consulting services qualify for separate accounting, revenues from these services are generally recognized as the services are performed. For fixed-price service contracts, we use a proportionate performance model with hours as the input method of attribution to determine progress towards completion, with consideration also given to output measures, such as contract milestones, when applicable. In such instances, management is required to estimate the total estimated hours of the project. Adjustments to estimates are made in the period in which the facts requiring such revisions become known and, accordingly, recognized revenues and profits are subject to revisions as the contract progresses to completion. Estimated losses, if any, are recorded in the period in which current estimates of total contract revenue and contract costs indicate a loss. If substantive uncertainty related to customer acceptance of services exists, we defer the associated revenue until the contract is completed. We have not experienced significant variances between our estimates and actual hours in the past and anticipate that we will be able to continue to make reasonable estimates in the future. If for some reason we are unable to accurately estimate the input measures, revenue would be deferred until the contract is complete, and this could have a material impact on our consolidated results of operations.

*Hosting Services*

We are an application service provider (“ASP”), where we provide hosting services that allow customers access to software that resides on our servers. The ASP model typically includes an up-front fee and a monthly commitment from the customer that commences upon completion of the implementation through the remainder of the customer life. The up-front fee is the initial setup fee, or the implementation fee. The monthly commitment includes, but is not limited to, a fixed monthly fee or a transactional fee based on system usage that exceeds monthly minimums. Revenue is recognized from ASP transactions when there is persuasive evidence of an arrangement, the service has been provided to the customer, the amount of fees is fixed or determinable and the collection of the Company’s fees is probable. We do not view the activities of signing the contract or providing initial setup services as discrete earnings events. Revenue is typically deferred until the date the customer commences use of our services, at which point the up-front fees are recognized ratably over the customer life of the customer arrangement. ASP transactional fees are recorded monthly as earned.

*Multiple-Deliverable Arrangements including Non-Software*

When we enter into a multiple-deliverable arrangement that includes non-software, each deliverable is accounted for as a separate unit of accounting if the following criteria are met: (i) the delivered item or items have value to the customer on a standalone basis and (ii) for an arrangement that includes a general right of return relative to the delivered item(s), delivery or performance of the undelivered item(s) is considered probable and substantially in our control. We consider a deliverable to have standalone value if we sell this item separately or if the item is sold by another vendor or could be resold by the customer. Further, our revenue arrangements generally do not include a general right of return relative to delivered products. Revenue for multiple element arrangements is allocated to the software and non-software deliverables based on a relative selling price. We use VSOE in our allocation of arrangement consideration when it is available. We define VSOE as a median price of recent standalone transactions that are priced within a narrow range, as defined by us. If a product or service is seldom sold separately, it is unlikely that we can determine VSOE. In circumstances when VSOE does not exist, we then assess whether we can obtain third-party evidence (“TPE”) of the selling price. It may be difficult for us to obtain sufficient information on competitor pricing to substantiate TPE and therefore we may not always be able to use TPE. When we are unable to establish selling price using VSOE or TPE, we use estimated selling price (“ESP”) in our allocation of arrangement consideration. The objective of ESP is to determine the price at

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which we would transact if the product or service were sold by us on a standalone basis. Our determination of ESP involves weighting several factors based on the specific facts and circumstances of each arrangement. The factors include, but are not limited to, geographies, market conditions, gross margin objectives, pricing practices and controls, customer segment pricing strategies and the product lifecycle. We analyze selling prices used in our allocation of arrangement consideration on an annual basis, or more frequently if necessary. Selling prices will be analyzed more frequently if a significant change in our business necessitates a more timely analysis or if we experience significant variances in our selling prices.

*Gross vs. Net Revenue Reporting*

We apply accounting guidance to determine whether we report revenue for certain transactions based upon the gross amount billed to the customer, or the net amount retained by us. In accordance with the guidance we record revenue on a gross basis for sales in which we have acted as the principal and on a net basis for those sales in which we have in substance acted as an agent or broker in the transaction.

***Business Combinations***

Accounting for our acquisitions requires us to recognize, separately from goodwill, the assets acquired and the liabilities assumed at their acquisition date fair values. Goodwill as of the acquisition date is measured as the excess of consideration transferred and the net of the acquisition date fair values of the assets acquired and the liabilities assumed. While we use our best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date, our estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, we record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to our consolidated statements of income and comprehensive income.

Accounting for business combinations requires our management to make significant estimates and assumptions, especially at the acquisition date including our estimates for intangible assets, contractual obligations assumed, pre-acquisition contingencies and contingent consideration, where applicable. If we cannot reasonably determine the fair value of a pre-acquisition contingency (non-income tax related) by the end of the measurement period, we will recognize an asset or a liability for such pre-acquisition contingency if: (i) it is probable that an asset existed or a liability had been incurred at the acquisition date and (ii) the amount of the asset or liability can be reasonably estimated. Although we believe the assumptions and estimates we have made in the past have been reasonable and appropriate, they are based in part on historical experience and information obtained from the management of the acquired companies and are inherently uncertain. Subsequent to the measurement period, changes in our estimates of such contingencies will affect earnings and could have a material effect on our results of operations and financial position.

Examples of critical estimates in valuing certain of the intangible assets we have acquired include but are not limited to: (i) future expected cash flows from software license sales, support agreements, consulting contracts, other customer contracts and acquired developed technologies and patents; (ii) expected costs to develop the in-process research and development into commercially viable products and estimated cash flows from the projects when completed, and; (iii) the acquired company's brand and competitive position, as well as assumptions about the period of time the acquired brand will continue to be used in the combined company's product portfolio. Unanticipated events and circumstances may occur that may affect the accuracy or validity of such assumptions, estimates or actual results.

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In addition, uncertain tax positions and tax related valuation allowances assumed in connection with a business combination are initially estimated as of the acquisition date. We reevaluate these items quarterly based upon facts and circumstances that existed as of the acquisition date with any adjustments to our preliminary estimates being recorded to goodwill provided that we are within the measurement period. Subsequent to the measurement period or our final determination of the tax allowance's or contingency's estimated value, whichever comes first, changes to these uncertain tax positions and tax related valuation allowances will affect our provision for income taxes in our consolidated statement of operations and could have a material impact on our results of operations and financial position.

***Allowance for Doubtful Accounts***

We make estimates regarding the collectability of our accounts receivable. When we evaluate the adequacy of our allowance for doubtful accounts, we analyze specific accounts receivable balances, historical bad debts, customer creditworthiness, current economic trends and changes in our customer payment cycles. Material differences may result in the amount and timing of expense for any period if we were to make different judgments or utilize different estimates. If the financial condition of our customers deteriorates resulting in an impairment of their ability to make payments, additional allowances might be required.

***Income Taxes***

We estimate our income taxes based on the various jurisdictions where we conduct business, which involves significant judgment in determining our income tax provision. We estimate our current tax liability and assess temporary differences that result from differing treatments of certain items for tax and accounting purposes. These differences result in deferred tax assets and liabilities recorded on our balance sheet. We then assess the likelihood our deferred tax assets will be realized and to the extent we believe realization is not likely, we establish a valuation allowance. When we establish a valuation allowance or increase this allowance in an accounting period, we record a corresponding income tax expense in our consolidated statement of income and comprehensive income. In assessing the need for the valuation allowance, we consider future taxable income in the jurisdictions we operate; an analysis of our deferred tax assets and the periods over which will be realizable; and ongoing prudent and feasible tax planning strategies. An increase in the valuation allowance would have an adverse impact, which could be material, on our income tax provision and net income in the period in which we record the increase.

We recognize and measure benefits for uncertain tax positions using a two-step approach. The first step is to evaluate the tax position taken or expected to be taken in a tax return by determining if the technical merits of the tax position indicate it is more likely than not that the tax position will be sustained upon audit, including resolution of any related appeals or litigation processes. For tax positions more likely than not of being sustained upon audit, the second step is to measure the tax benefit as the largest amount more than 50% likely of being realized upon settlement. Significant judgment is required to evaluate uncertain tax positions and they are evaluated on a quarterly basis. Our evaluations are based upon a number of factors, including changes in facts or circumstances, changes in tax law, correspondence with tax authorities during the course of audits and effective settlement of audit issues. Changes in the recognition or measurement of uncertain tax positions could result in material increases or decreases in our income tax expense in the period in which we make the change, which could have a material impact on our effective tax rate and operating results.

A description of our accounting policies associated with tax-related contingencies and valuation allowances assumed as part of a business combination is provided under "Business Combinations" above.

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***Earnings per Share***

Basic earnings per share are computed on the basis of the weighted-average number of common shares outstanding during the period under measurement. Diluted earnings per share are based on the weighted-average number of common shares outstanding and potential common shares. Potential common shares result from the assumed exercise of outstanding stock options or other potentially dilutive equity instruments, when they are dilutive under the treasury stock method or the if-converted method.

***Comprehensive Income***

Comprehensive income is the change in our equity (net assets) during each period from transactions and other events and circumstances from non-owner sources. It includes net income, foreign currency translation adjustments and unrealized gains and losses on our investments in marketable securities, net of tax.

***Foreign Currency***

We have determined that the functional currency of each foreign operation is the local currency. Assets and liabilities denominated in their local foreign currencies are translated into U.S. dollars at the exchange rate on the balance sheet date. Revenues and expenses are translated at average rates of exchange prevailing during the period. Translation adjustments are accumulated as a separate component of consolidated stockholders' equity.

At the end of the reporting period, foreign currency denominated assets and liabilities are remeasured into the functional currency of the reporting entities at current market rates. The change in value from this remeasurement is reported as a foreign exchange gain or loss for that period in other income (expense), net in the accompanying consolidated statements of income and comprehensive income. We recorded transactional foreign currency exchange losses of \$1.5 million, \$1.0 million and \$1.2 million during fiscal 2012, 2011 and 2010, respectively.

***Derivative Financial Instruments***

From time to time, we utilize forward contract instruments to manage market risks associated with fluctuations in certain foreign currency exchange rates as they relate to specific balances of accounts receivable and cash denominated in foreign currencies. It is our policy to use derivative financial instruments to protect against market risks arising in the normal course of business. Our policies prohibit the use of derivative instruments for the sole purpose of trading for profit on price fluctuations or to enter into contracts that intentionally increase our underlying exposure. All of our forward foreign currency contracts have maturity periods of less than three months. Gains or losses from forward foreign currency contracts are included in other income (expense), net.

***Share-Based Compensation***

We account for share-based compensation using the fair value recognition provisions as required in the accounting literature. We estimate the fair value of options granted using the Black-Scholes option valuation model. We estimate the volatility of our common stock at the date of grant based on a combination of the implied volatility of publicly traded options on our common stock and our historical volatility rate. We estimate the expected term of options granted based on historical exercise patterns. The dividend yield assumption is based on historical dividend payouts. The risk-free interest rate assumption is based on observed interest rates appropriate for the term of our employee options. We use historical data to estimate pre-vesting option forfeitures and record share-based compensation expense only for those awards that are expected to vest. For options granted, we

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amortize the fair value on a straight-line basis. All options are amortized over the requisite service periods of the awards, which are generally the vesting periods. If factors change we may decide to use different assumptions under the Black-Scholes option valuation model in the future, which could materially affect our share-based compensation expense, net income and earnings per share. See Note 14 for further discussion of our share-based employee benefit plans.

***Impairment of Long-Lived Assets***

We assess potential impairment to long-lived assets and certain identifiable intangible assets with finite lives whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the future undiscounted net cash flows that are expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured as the amount by which the carrying amount of the assets exceeds the fair value of the assets. We determined that our long-lived assets were not impaired at September 30, 2012, 2011 and 2010.

***Advertising and Promotion Costs***

Advertising and promotion costs are expensed as incurred and are included in selling, general and administrative expenses in the accompanying consolidated statements of income and comprehensive income. Advertising and promotion costs totaled \$1.8 million, \$1.0 million and \$3.0 million in fiscal 2012, 2011 and 2010, respectively.

***New Accounting Pronouncements Recently Issued or Adopted***

On May 12, 2011 the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-04, “*Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*” (ASU 2011-04). This update amends Accounting Standards Codification (ASC) Topic 820, “*Fair Value Measurement and Disclosure*.” ASU 2011-04 clarifies the application of certain existing fair value measurement guidance and expands the disclosures for fair value measurements that are estimated using significant unobservable (Level 3) inputs. ASU 2011-04 is effective for annual and interim reporting periods beginning on or after December 15, 2011, which means that it will be effective for our fiscal year beginning October 1, 2012. The new guidance is to be adopted prospectively and early adoption is not permitted. We do not believe that adoption of ASU 2011-04 will have a significant impact on our consolidated financial statements.

On September 15, 2011, the FASB issued ASU No. 2011-08, “*Intangibles — Goodwill and Other (Topic 350): Testing Goodwill for Impairment*” (ASU 2011-08). This update amends the guidance in ASC 350-20 on testing goodwill for impairment. Under the revised guidance, entities testing goodwill for impairment have the option of performing a qualitative assessment before calculating the fair value of the reporting unit (i.e. step 1 of the goodwill impairment test). If entities determine, on the basis of qualitative factors, that the fair value of the reporting unit is more likely than not less than the carrying amount, the two-step impairment test would be required. ASU 2011-08 does not change how goodwill is calculated or assigned to reporting units, nor does it revise the requirement to test goodwill annually for impairment. In addition, ASU 2011-08 does not amend the requirement to test goodwill for impairment between annual tests if events or circumstances warrant; however, it does revise the examples of events and circumstances that an entity should consider. ASU 2011-08 is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, which means that it will be effective for our fiscal year beginning October 1, 2012. We do not believe that adoption of ASU 2011-08 will have a significant impact on our consolidated financial statements.

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On June 16, 2011 the FASB issued ASU No. 2011-05, "Comprehensive Income (Topic 220): Presentation of Comprehensive Income" (ASU 2011-05) and on December 23, 2011 the FASB issued ASU No. 2011-12, "Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05." These updates amend ASC Topic 220, "Comprehensive Income" to provide that total comprehensive income will be reported in one continuous statement or two separate but consecutive statements of financial performance. Presentation of total comprehensive income in the statement of stockholders' equity or the footnotes will no longer be allowed. The calculation of net income and basic and diluted net income per share will not be affected. ASU 2011-05 is effective for fiscal years, and interim periods within those years, beginning on or after December 15, 2011, which means that it will be effective for our fiscal year beginning October 1, 2012. Retrospective adoption is required and early adoption is permitted. We elected to early adopt ASU 2011-05 under the one-statement approach, which did not have a significant impact on our consolidated financial statements.

On December 16, 2011 the FASB issued ASU No. 2011-11, "*Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities.*" (ASU 2011-11). ASU 2011-11 provides for additional disclosures of both gross information and net information about both instruments and transactions eligible for offset in the statement of financial position and instruments and transactions subject to an agreement similar to a master netting arrangement. This scope would include derivatives, sale and repurchase agreements and reverse sale and repurchase agreements, and securities borrowing and securities lending arrangements. ASU 2011-11 is effective for fiscal years, and interim periods within those years, beginning on or after January 1, 2013, which means that it will be effective for our fiscal year beginning October 1, 2013. Retrospective adoption is required. We do not believe that adoption of ASU 2011-11 will have a significant impact on our consolidated financial statements.

## **2. Acquisitions**

### ***Adepra***

On September 7, 2012, we acquired 100% of the common stock of Adepra. The primary objective of the acquisition is to accelerate success in the fast-growing mobile economy by integrating our decision management solution and Adepra's customer engagement and risk intervention platform.

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The following table summarizes the consideration paid for Adepra and the amounts for assets acquired and liabilities assumed, recognized based on their estimated fair values at the acquisition date:

|   | (In thousands) |
|---|----------------|
| <b>Consideration</b>  |                |
| Cash  | \$ 113,027     |
| <b>Acquisition-related costs</b> (included in the company's consolidated statement of income for the year ended September 30, 2012 as a component of restructuring and acquisition-related expense) | \$ 984         |
| <b>Recognized amounts of identifiable assets acquired and liabilities assumed</b>   |                |
| Cash and cash equivalents   | \$ 7,648       |
| Accounts receivable, net  | 8,939          |
| Prepaid expenses and other current assets   | 1,380          |
| Property and equipment, net   | 1,428          |
| Intangible assets   |                |
| Completed technology  | 24,200         |
| Customer relationships  | 11,990         |
| Trade Names   | 510            |
| Other assets  | 100            |
| Accounts payable  | (4,350)        |
| Accrued compensation and employee benefits  | (2,093)        |
| Other accrued liabilities   | (3,128)        |
| Deferred revenue  | (357)          |
| Deferred income taxes   | (18)           |
| Short-term loan   | (5,466)        |
| Total identifiable net assets   | 40,783         |
| <b>Goodwill</b>   | 72,244         |
| <b>Total</b>  | \$ 113,027     |

The acquired identifiable intangible assets have a weighted average useful life of approximately 6.6 years and are being amortized using the straight-line method over their estimated useful lives as follows: completed technology, five years, customer relationships, ten years, and trade names, one year. The goodwill of \$72.2 million arising from the acquisition consists largely of the revenue synergies related to up-sell and cross-sell opportunities driven by the complementary nature of our solutions, expansion of our offerings across vertical markets, and the ability to drive Adepra solutions through a larger sales team with global reach. The goodwill was allocated to our Applications segment and is not deductible for tax purposes. Our results of operations for fiscal 2012 included the operating results of Adepra since the date of acquisition, the amounts of which were not material to the Company's results of operations for the periods presented.

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The following pro forma combined revenues for the years ended September 2012 and 2011, give effect to the acquisition as if it had been completed on October 1, 2010. These pro forma revenues do not reflect any operating efficiencies or revenue enhancements that may be achieved by the combined companies; are presented for informational purposes only; are not necessarily indicative of what the actual revenues would have been had the acquisition taken place as of that date; nor are they indicative of future consolidated results of operations.

|          | <b>Years Ended September 30,</b> |             |
|----------|----------------------------------|-------------|
|          | <b>2012</b>                      | <b>2011</b> |
|          | <b>(In thousands)</b>            |             |
| Revenues | \$ 719,980                       | \$ 655,897  |

The pro forma earnings impact of this acquisition was not deemed material to the Company's results of operations for the periods presented.

**Entiera**

On May 7, 2012, we acquired 100% of the common stock of Entiera, an innovative provider of customer dialogue management solutions. The acquisition of Entiera was consummated principally to productize our analytics and strategic decision management solutions through an interactive marketing automation platform with the objective of accelerating our growth in marketing solutions across multiple industries.

The following table summarizes the consideration paid for Entiera and the amounts for assets acquired and liabilities assumed, recognized based on their estimated fair values at the acquisition date:

|   | <b>(In thousands)</b> |
|---|-----------------------|
| <b>Consideration</b>  |                       |
| Cash  | \$ 18,390             |
| <b>Acquisition-related costs</b> (included in the company's consolidated statement of income for the year ended September 30, 2012 as a component of restructuring and acquisition-related expense) | \$ 163                |
| <b>Recognized amounts of identifiable assets acquired and liabilities assumed</b>   |                       |
| Cash and cash equivalents   | \$ 138                |
| Accounts receivable, net  | 546                   |
| Prepaid expenses and other current assets   | 153                   |
| Deferred income taxes   | 1,024                 |
| Property and equipment, net   | 100                   |
| Intangible assets   |                       |
| Completed technology  | 2,200                 |
| Customer relationships  | 300                   |
| Other assets  | 24                    |
| Accounts payable  | (725)                 |
| Other accrued liabilities   | (152)                 |
| Deferred revenue  | (254)                 |
| Total identifiable net assets   | 3,354                 |
| <b>Goodwill</b>   | 15,036                |
| <b>Total</b>  | \$ 18,390             |

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The acquired identifiable intangible assets have a weighted average useful life of approximately 4.1 years and are being amortized using the straight-line method over their estimated useful lives as follows: completed technology, four years and customer relationships, five years. The goodwill of \$15.0 million arising from the acquisition consists largely of the synergies created by leveraging Entiera's SaaS-delivered solution in conjunction with our marketing solutions. The goodwill was allocated to our Applications segment and is not deductible for tax purposes. Entiera has been included in our operating results since the acquisition date. The pro forma impact of this acquisition was not deemed material to the Company's results of operations for the periods presented.

### 3. Cash, Cash Equivalents and Marketable Securities Available for Sale

The following is a summary of cash, cash equivalents and marketable securities available for sale at September 30, 2012 and 2011:

|  | 2012              |                              |                               |                  | 2011              |                              |                               |                   |
|--|-------------------|------------------------------|-------------------------------|------------------|-------------------|------------------------------|-------------------------------|-------------------|
|  | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair Value       | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair Value        |
| (In thousands)                           |                   |                              |                               |                  |                   |                              |                               |                   |
| <b>Cash and Cash Equivalents:</b>        |                   |                              |                               |                  |                   |                              |                               |                   |
| Cash                                     | \$ 70,965         | \$ —                         | \$ —                          | \$ 70,965        | \$ 68,248         | \$ —                         | \$ —                          | \$ 68,248         |
| Money market funds                       | 397               | —                            | —                             | 397              | 20,333            | —                            | —                             | 20,333            |
| Non U.S. money market funds              | 247               | —                            | —                             | 247              | 42,171            | —                            | —                             | 42,171            |
| U.S. commercial paper                    | —                 | —                            | —                             | —                | 5,000             | —                            | —                             | 5,000             |
| <b>Total</b>                             | <b>\$ 71,609</b>  | <b>\$ —</b>                  | <b>\$ —</b>                   | <b>\$ 71,609</b> | <b>\$ 135,752</b> | <b>\$ —</b>                  | <b>\$ —</b>                   | <b>\$ 135,752</b> |
| <b>Short-term Marketable Securities:</b> |                   |                              |                               |                  |                   |                              |                               |                   |
| U.S. government obligations              | \$ 20,001         | \$ —                         | \$ (1)                        | \$ 20,000        | \$ 90,291         | \$ 14                        | \$ (1)                        | \$ 90,304         |
| U.S. corporate debt                      | 2,007             | 1                            | —                             | 2,008            | 1,531             | —                            | (2)                           | 1,529             |
| U.S. commercial paper                    | —                 | —                            | —                             | —                | 13,997            | —                            | (4)                           | 13,993            |
| <b>Total</b>                             | <b>\$ 22,008</b>  | <b>\$ 1</b>                  | <b>\$ (1)</b>                 | <b>\$ 22,008</b> | <b>\$ 105,819</b> | <b>\$ 14</b>                 | <b>\$ (7)</b>                 | <b>\$ 105,826</b> |
| <b>Long-term Marketable Securities:</b>  |                   |                              |                               |                  |                   |                              |                               |                   |
| Marketable equity securities             | \$ 5,016          | \$ 401                       | \$ —                          | \$ 5,417         | \$ 4,649          | \$ —                         | \$ (479)                      | \$ 4,170          |

Short-term marketable securities mature at various dates over the course of the next twelve months. The long-term marketable equity securities represent securities held under a supplemental retirement and savings plan for certain officers and senior management employees, which are distributed upon termination or retirement of the employees.

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The following table shows the gross unrealized losses and fair value of our investments with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at September 30, 2012 and 2011:

| Description of Securities:  | 2012                |                   |                      |                   |            |                   |
|-----------------------------|---------------------|-------------------|----------------------|-------------------|------------|-------------------|
|                             | Less than 12 months |                   | 12 months or greater |                   | Total      |                   |
|                             | Fair Value          | Unrealized Losses | Fair Value           | Unrealized Losses | Fair Value | Unrealized Losses |
|                             | (In thousands)      |                   |                      |                   |            |                   |
| U.S. government obligations | \$15,000            | \$ (1)            | \$ —                 | \$ —              | \$15,000   | \$ (1)            |

| Description of Securities:  | 2011                |                   |                      |                   |            |                   |
|-----------------------------|---------------------|-------------------|----------------------|-------------------|------------|-------------------|
|                             | Less than 12 months |                   | 12 months or greater |                   | Total      |                   |
|                             | Fair Value          | Unrealized Losses | Fair Value           | Unrealized Losses | Fair Value | Unrealized Losses |
|                             | (In thousands)      |                   |                      |                   |            |                   |
| U.S. commercial paper       | \$18,993            | \$ (4)            | \$ —                 | \$ —              | \$18,993   | \$ (4)            |
| U.S. government obligations | 2,008               | (1)               | —                    | —                 | 2,008      | (1)               |
| U.S. corporate debt         | 1,528               | (2)               | —                    | —                 | 1,528      | (2)               |
| Total                       | \$22,529            | \$ (7)            | \$ —                 | \$ —              | \$22,529   | \$ (7)            |

#### 4. Fair Value Measurements

Fair value is defined as the price that would be received from the sale of an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The accounting guidance establishes a three-level hierarchy for disclosure that is based on the extent and level of judgment used to estimate the fair value of assets and liabilities.

- Level 1 — uses unadjusted quoted prices that are available in active markets for identical assets or liabilities. Our Level 1 assets are comprised of money market funds and certain equity securities.
- Level 2 — uses inputs other than quoted prices included in Level 1 that are either directly or indirectly observable through correlation with market data. These include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; and inputs to valuation models or other pricing methodologies that do not require significant judgment because the inputs used in the model, such as interest rates and volatility, can be corroborated by readily observable market data. Our Level 2 assets are comprised of U.S. government and corporate debt obligations that are generally held to maturity.
- Level 3 — uses one or more significant inputs that are unobservable and supported by little or no market activity, and that reflect the use of significant management judgment. Level 3 assets and liabilities include those whose fair value measurements are determined using pricing models, discounted cash flow methodologies or similar valuation techniques, and significant management judgment or estimation. We do not have any assets or liabilities that are valued using inputs identified under a Level 3 hierarchy.

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The following table represents financial assets that we measured at fair value on a recurring basis at September 30, 2012 and 2011, respectively:

| September 30, 2012              | Active Markets for<br>Identical Instruments<br>(Level 1) | Significant Other<br>Observable Inputs<br>(Level 2)<br>(In thousands) | Fair Value as of<br>September 30, 2012 |
|---------------------------------|--|---|--|
| <b>Assets:</b>                  |  |   |  |
| Cash equivalents (1)            | \$ 644   | \$ —  | \$ 644                                 |
| U.S. corporate debt (2)         | —  | 2,008   | 2,008                                  |
| U.S. government obligations (2) | —  | 20,000  | 20,000                                 |
| Marketable securities (3)       | 5,417  | —   | 5,417                                  |
| <b>Total</b>                    | <b>\$ 6,061</b>  | <b>\$ 22,008</b>  | <b>\$ 28,069</b>                       |
| <br>                            |  |   |  |
| September 30, 2011              | Active Markets for<br>Identical Instruments<br>(Level 1) | Significant Other<br>Observable Inputs<br>(Level 2)<br>(In thousands) | Fair Value as of<br>September 30, 2011 |
| <b>Assets:</b>                  |  |   |  |
| Cash equivalents (1)            | \$ 67,504  | \$ —  | \$ 67,504                              |
| U.S. corporate debt (2)         | —  | 1,529   | 1,529                                  |
| U.S. commercial paper (2)       | —  | 13,993  | 13,993                                 |
| U.S. government obligations (2) | —  | 44,092  | 44,092                                 |
| U.S. municipal obligations (2)  | —  | 46,212  | 46,212                                 |
| Marketable securities (3)       | 4,170  | —   | 4,170                                  |
| <b>Total</b>                    | <b>\$ 71,674</b>   | <b>\$ 105,826</b>   | <b>\$ 177,500</b>                      |

- (1) Included in cash and cash equivalents on our balance sheet at September 30, 2012 and 2011. Not included in this table are cash deposits of \$71.0 million and \$68.2 million at September 30, 2012 and 2011, respectively.
- (2) Included in current marketable securities on our balance sheet at September 30, 2012 and 2011.
- (3) Represents securities held under a supplemental retirement and savings plan for certain officers and senior management employees, which are distributed upon termination or retirement of the employees. Included in long-term marketable securities on our balance sheet at September 30, 2012 and 2011.

Where applicable, we use quoted prices in active markets for identical assets or liabilities to determine fair value. This pricing applies to our Level 1 investments. To the extent quoted prices in active markets for assets or liabilities are not available, the valuation techniques used to measure the fair values of our financial assets incorporate market inputs, which include reported trades, broker/dealer quotes, benchmark yields, issuer spreads, benchmark securities and other inputs derived from or corroborated by observable market data. This methodology applies to our Level 2 investments. The Company has not changed its valuation techniques in measuring the fair value of any financial assets and liabilities during the period.

For the fair value of our derivative instruments, see Note 5 to the financial statements.

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**5. Derivative Financial Instruments**

We use derivative instruments to manage risks caused by fluctuations in foreign exchange rates. The primary objective of our derivative instruments is to protect the value of foreign currency denominated accounts receivable and cash balances from the effects of volatility in foreign exchange rates that might occur prior to conversion to their functional currency. We principally utilize foreign currency forward contracts, which enable us to buy and sell foreign currencies in the future at fixed exchange rates and economically offset changes in foreign currency exchange rates. We routinely enter into contracts to offset exposures denominated in the British pound, Euro and Canadian dollar.

Foreign currency denominated accounts receivable and cash balances are re-measured at foreign currency rates in effect on the balance sheet date with the effects of changes in foreign currency rates reported in other income (expense), net. The forward contracts are not designated as hedges and are marked to market through other income (expense), net. Fair value changes in the forward contracts help mitigate the changes in the value of the re-measured accounts receivable and cash balances attributable to changes in foreign currency exchange rates. The forward contracts are short-term in nature and typically have average maturities at inception of less than three months.

The following table summarizes the fair value of our derivative instruments and their location in the consolidated balance sheet as of September 30, 2012 and 2011:

| September 30, 2012<br>(In thousands)                     | Assets                 |        | Liabilities               |        |
|--|------------------------|--------|---------------------------|--------|
|  | Balance Sheet Location | Amount | Balance Sheet Location    | Amount |
| <b>Derivatives not designated as hedging instruments</b> |                        |        |                           |        |
| Foreign currency forward contracts                       | Other current assets   | \$ —   | Other current liabilities | \$ —   |

| September 30, 2011<br>(In thousands)                     | Assets                 |        | Liabilities               |        |
|--|------------------------|--------|---------------------------|--------|
|  | Balance Sheet Location | Amount | Balance Sheet Location    | Amount |
| <b>Derivatives not designated as hedging instruments</b> |                        |        |                           |        |
| Foreign currency forward contracts                       | Other current assets   | \$ —   | Other current liabilities | \$ —   |

The following table summarizes our outstanding forward foreign currency contracts, by currency at September 30, 2012 and 2011:

|                        | September 30, 2012 |            |      |
|------------------------|--------------------|------------|------|
|                        | Contract Amount    | Fair Value |      |
|                        | Foreign Currency   | US\$       | US\$ |
|                        | (In thousands)     |            |      |
| Sell foreign currency: |                    |            |      |
| Canadian dollar (CAD)  | CAD 2,750          | \$2,794    | \$ — |
| Euro (EUR)             | EUR 4,060          | \$5,255    | —    |
| Buy foreign currency:  |                    |            |      |
| British pound (GBP)    | GBP 6,131          | \$9,950    | —    |

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|                        | September 30, 2011  |         | Fair Value<br>US\$ |
|------------------------|---------------------|---------|--------------------|
|                        | Contract Amount     |         |                    |
|                        | Foreign<br>Currency | US\$    |                    |
|                        | (In thousands)      |         |                    |
| Sell foreign currency: |                     |         |                    |
| Canadian dollar (CAD)  | CAD 8,000           | \$7,663 | \$ —               |
| Euro (EUR)             | EUR 4,830           | \$6,524 | —                  |
| Buy foreign currency:  |                     |         |                    |
| British pound (GBP)    | GBP 3,911           | \$6,100 | —                  |

The forward foreign currency contracts were all entered into on September 30, 2012 and 2011; therefore, their fair value was \$0.

Gains on derivative financial instruments are recorded in our consolidated statements of income and comprehensive income as a component of other income (expense), net. These amounts are shown for the years ended September 30, 2012, 2011 and 2010:

|                                    | Year Ended September 30, |      |        |
|------------------------------------|--------------------------|------|--------|
|                                    | 2012                     | 2011 | 2010   |
|                                    | (in thousands)           |      |        |
| Foreign currency forward contracts | \$ 453                   | \$ — | \$ 319 |

**6. Receivables**

Receivables at September 30, 2012 and 2011 consisted of the following:

|                                       | September 30,     |                   |
|---------------------------------------|-------------------|-------------------|
|                                       | 2012              | 2011              |
|                                       | (In thousands)    |                   |
| Billed                                | \$ 113,514        | \$ 80,858         |
| Unbilled (1)                          | 32,487            | 27,830            |
|                                       | 146,001           | 108,688           |
| Less: allowance for doubtful accounts | (3,406)           | (3,714)           |
| Receivables, net                      | <u>\$ 142,595</u> | <u>\$ 104,974</u> |

- (1) Unbilled receivables represent revenue recorded in excess of amounts billable pursuant to contract provisions and generally become billable at contractually specified dates or upon the attainment of milestones. Unbilled amounts are expected to be realized within one year.

Activity in the allowance for doubtful accounts was as follows:

|                                      | Years Ended September 30, |                 |
|--------------------------------------|---------------------------|-----------------|
|                                      | 2012                      | 2011            |
|                                      | (in thousands)            |                 |
| Balance, beginning of period         | \$ 3,714                  | \$ 5,981        |
| Less: reversal of expense            | (122)                     | (583)           |
| Less: write-offs (net of recoveries) | (186)                     | (1,684)         |
| Balance, end of period               | <u>\$ 3,406</u>           | <u>\$ 3,714</u> |

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**7. Goodwill and Intangible Assets**

Goodwill and intangible assets are tested for impairment at least annually or more frequently if impairment indicators arise. Our intangible assets have definite lives and are being amortized using the straight-line method over their estimated useful lives.

We have determined that our reporting units are the same as our reportable segments (see Note 17). We performed our annual goodwill impairment test and determined that goodwill was not impaired as of September 30, 2012 and 2011.

Intangible assets that are subject to amortization consisted of the following at September 30, 2012 and 2011:

|  | 2012                  |                          |                 |              | 2011                  |                          |                 |              |
|--|-----------------------|--------------------------|-----------------|--------------|-----------------------|--------------------------|-----------------|--------------|
|  | Gross Carrying Amount | Accumulated Amortization | Net             | Average Life | Gross Carrying Amount | Accumulated Amortization | Net             | Average Life |
| Completed technology                     | \$ 92,437             | \$ (66,950)              | \$25,487        | 5            | \$ 66,037             | \$ (65,618)              | \$ 419          | 4            |
| Customer contracts and relationships     | 73,046                | (47,224)                 | 25,822          | 12           | 60,756                | (41,792)                 | 18,964          | 12           |
| Trade names                              | 9,801                 | (9,290)                  | 511             | 3            | 9,291                 | (9,110)                  | 181             | 5            |
|  | <u>\$175,284</u>      | <u>\$ (123,464)</u>      | 51,820          | 11           | <u>\$136,084</u>      | <u>\$ (116,520)</u>      | 19,564          | 11           |
| Foreign currency translation adjustments |                       |                          | 479             |              |                       |                          | (66)            |              |
| Intangible assets, net                   |                       |                          | <u>\$52,299</u> |              |                       |                          | <u>\$19,498</u> |              |

Amortization expense associated with our intangible assets, which has been reflected as a separate operating expense caption within the accompanying consolidated statements of income and comprehensive income, consisted of the following during fiscal 2012, 2011 and 2010:

|  | 2012           | 2011           | 2010            |
|--|----------------|----------------|-----------------|
|  |                | (In thousands) |                 |
| Cost of revenues                             | \$ 1,332       | \$ 2,274       | \$ 5,415        |
| Selling, general and administrative expenses | 5,612          | 5,467          | 5,486           |
| Total  | <u>\$6,944</u> | <u>\$7,741</u> | <u>\$10,901</u> |

In the table above, cost of revenues reflects our amortization of completed technology, and selling, general and administrative expenses reflect our amortization of other intangible assets.

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Estimated future intangible asset amortization expense associated with intangible assets existing at September 30, 2012, was as follows (in thousands):

| <u>Fiscal year</u> |                 |
|--------------------|-----------------|
| 2013               | \$11,379        |
| 2014               | 9,136           |
| 2015               | 9,136           |
| 2016               | 8,906           |
| 2017               | 7,769           |
| Thereafter         | 5,973           |
| <b>Total</b>       | <b>\$52,299</b> |

The following table summarizes changes to goodwill during fiscal 2012 and 2011, both in total and as allocated to our operating segments. We have not recognized any goodwill impairment losses to date.

|   | <u>Applications</u> | <u>Scores</u>    | <u>Tools</u>    | <u>Total</u>     |
|---|---------------------|------------------|-----------------|------------------|
|   | (In thousands)      |                  |                 |                  |
| <b>Balance at September 30, 2010</b>    | \$ 452,248          | \$146,648        | \$67,057        | \$665,953        |
| Foreign currency translation adjustment | (1,043)             | —                | (222)           | (1,265)          |
| <b>Balance at September 30, 2011</b>    | \$ 451,205          | \$146,648        | \$66,835        | \$664,688        |
| Addition from acquisition               | 87,280              | —                | —               | 87,280           |
| Foreign currency translation adjustment | 4,458               | —                | 1,078           | 5,536            |
| <b>Balance at September 30, 2012</b>    | <b>\$ 542,943</b>   | <b>\$146,648</b> | <b>\$67,913</b> | <b>\$757,504</b> |

#### 8. Composition of Certain Financial Statement Captions

|   | <u>2012</u>      | <u>2011</u>      |
|---|------------------|------------------|
|   | (In thousands)   |                  |
| <b>Property and equipment:</b>                  |                  |                  |
| Data processing equipment and software          | \$ 161,215       | \$ 155,326       |
| Office furniture and equipment                  | 6,963            | 9,232            |
| Leasehold improvements                          | 21,341           | 19,268           |
| Less: accumulated depreciation and amortization | (148,439)        | (150,809)        |
| Total   | <u>\$ 41,080</u> | <u>\$ 33,017</u> |
| <b>Other accrued liabilities:</b>               |                  |                  |
| Interest payable                                | \$ 9,747         | \$ 9,950         |
| Income taxes payable                            | 11,754           | 15,588           |
| Other   | 22,144           | 21,493           |
| Total   | <u>\$ 43,645</u> | <u>\$ 47,031</u> |

#### 9. Revolving Line of Credit

We have a \$200 million unsecured revolving line of credit with a syndicate of banks that expires on September 28, 2016. Proceeds from the credit facility can be used for working capital and general corporate purposes and may also be used for the refinancing of existing debt, acquisitions, and the repurchase of the

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Company's common stock. Interest on amounts borrowed under the credit facility is based on (i) a base rate, which is the greater of (a) the prime rate and (b) the Federal Funds rate plus 0.50% or (ii) LIBOR plus an applicable margin. The margin on LIBOR borrowings ranges from 1.000% to 1.625% and is determined based on our consolidated leverage ratio. In addition, we must pay utilization fees if borrowings and commitments under the credit facility exceed 50% of the total credit facility commitment, as well as facility fees. The credit facility contains certain restrictive covenants including maintaining a maximum consolidated leverage ratio of 3.0 and a minimum fixed charge ratio of 2.5, and also contains other covenants typical of unsecured facilities. As of September 30, 2012, we had no borrowings outstanding under the credit facility and were in compliance with all financial covenants.

**10. Senior Notes**

On May 7, 2008, we issued \$275 million of Senior Notes in a private placement to a group of institutional investors. The Senior Notes were issued in four series as follows:

| <u>Series</u> | <u>Amount</u> | <u>Interest Rate</u> | <u>Maturity Date</u> |
|---------------|---------------|----------------------|----------------------|
| A             | \$41 million  | 6.37%                | May 7, 2013          |
| B             | \$40 million  | 6.37%                | May 7, 2015          |
| C             | \$63 million  | 6.71%                | May 7, 2015          |
| D             | \$131 million | 7.18%                | May 7, 2018          |

On July 14, 2010, we issued \$245 million of Senior Notes in a private placement to a group of institutional investors. The Senior Notes were issued in four series as follows:

| <u>Series</u> | <u>Amount</u> | <u>Interest Rate</u> | <u>Maturity Date</u> |
|---------------|---------------|----------------------|----------------------|
| E             | \$60 million  | 4.72%                | July 14, 2016        |
| F             | \$72 million  | 5.04%                | July 14, 2017        |
| G             | \$28 million  | 5.42%                | July 14, 2019        |
| H             | \$85 million  | 5.59%                | July 14, 2020        |

We are required to pay the entire unpaid principal balances of each note series on its maturity date except for Series B notes, which required annual principal payments of \$8.0 million starting on May 7, 2011 and ending on May 7, 2015. The Senior Notes require interest payments semi-annually and also include certain restrictive covenants. As of September 30, 2012, we were in compliance with all financial covenants which include the maintenance of consolidated net debt to consolidated EBITDA and a fixed charge coverage ratio. The issuance of the Senior Notes also required us to make certain covenants typical of unsecured facilities.

The following table presents the principal amounts, carrying amounts, and fair values for our Senior Notes at September 30, 2012 and 2011:

|                                      | <u>September 30, 2012</u> |                         |                   | <u>September 30, 2011</u> |                         |                   |
|--------------------------------------|---------------------------|-------------------------|-------------------|---------------------------|-------------------------|-------------------|
|                                      | <u>Principal</u>          | <u>Carrying Amounts</u> | <u>Fair Value</u> | <u>Principal</u>          | <u>Carrying Amounts</u> | <u>Fair Value</u> |
|                                      | (In thousands)            |                         |                   | (In thousands)            |                         |                   |
| May 2008 \$275 million Senior Notes  | \$ 259,000                | \$ 259,000              | \$ 275,201        | \$ 267,000                | \$ 267,000              | \$ 305,874        |
| July 2010 \$245 million Senior Notes | \$ 245,000                | \$ 245,000              | \$ 243,866        | \$ 245,000                | \$ 245,000              | \$ 266,620        |

We determined fair value based on quoted market prices and interest rate spreads of similar securities.

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Future principal payments for the Senior Notes are as follows (in thousands):

| <u>Fiscal Year</u> |                  |
|--------------------|------------------|
| 2013               | \$ 49,000        |
| 2014               | 8,000            |
| 2015               | 71,000           |
| 2016               | 60,000           |
| 2017               | 72,000           |
| Thereafter         | 244,000          |
| Total              | <u>\$504,000</u> |

## 11. Employee Benefit Plans

### *Defined Contribution Plans*

We sponsor the Fair Isaac Corporation 401(k) plan for eligible employees. Under this plan, eligible employees may contribute up to 25% of compensation, not to exceed statutory limits. We also provide a company matching contribution. Investment in FICO common stock is not an option under this plan. Our contributions into all 401(k) plans, including former acquired company sponsored plans that have since merged into the Fair Isaac Corporation 401(k) plan or have been frozen, totaled \$5.5 million, \$5.1 million and \$5.4 million during fiscal 2012, 2011 and 2010, respectively.

### *Employee Incentive Plans*

We maintain various employee incentive plans for the benefit of eligible employees, including officers. The awards generally are based on the achievement of certain financial and performance objectives subject to the discretion of management. Total expenses under our employee incentive plans were \$17.4 million, \$10.1 million and \$5.4 million during fiscal 2012, 2011 and 2010, respectively.

## 12. Restructuring Expenses

During fiscal 2012, we incurred \$4.0 million in severance charges due to the elimination of 85 positions mainly within the product and technology organization of the Company. Cash payments for substantially all the severance costs will be paid by the end of our first quarter of fiscal 2013.

During fiscal 2011, we incurred charges totaling \$12.4 million as a result of \$8.2 million in severance charges due to the elimination of 177 positions throughout the company, and \$4.2 million in facilities charges associated with vacating excess leased space primarily in Minnesota and Georgia. Cash payments for substantially all the severance costs were paid during fiscal 2011.

During fiscal 2010, we incurred charges totaling \$1.6 million as a result of \$0.9 million in facilities charges from adjusting two lease exit accruals due to a reduction in estimated sublease income and \$0.7 million in severance charges due to the elimination of 35 positions in the U.S., U.K. and India. Cash payments for the severance costs were paid during fiscal 2011.

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The following table summarizes our restructuring accruals associated with the above actions. The current portion and non-current portion was recorded in other accrued current liabilities and other liabilities, respectively, within the accompanying consolidated balance sheets.

|                       | Accrual at<br>September 30,<br>2009 | Expense<br>Additions | Cash<br>Payments<br>(In thousands) | Expense<br>Reversals | Accrual at<br>September 30,<br>2010 |
|-----------------------|-------------------------------------|----------------------|------------------------------------|----------------------|-------------------------------------|
| Facilities charges    | \$ 3,771                            | \$ 875               | \$ (1,810)                         | \$ —                 | \$ 2,836                            |
| Employee separation   | —                                   | 742                  | —                                  | —                    | 742                                 |
|                       | <u>3,771</u>                        | <u>\$ 1,617</u>      | <u>\$ (1,810)</u>                  | <u>\$ —</u>          | <u>3,578</u>                        |
| Less: current portion | (1,361)                             |                      |                                    |                      | (1,474)                             |
| Non-current           | <u>\$ 2,410</u>                     |                      |                                    |                      | <u>\$ 2,104</u>                     |

|                       | Accrual at<br>September 30,<br>2010 | Expense<br>Additions | Cash<br>Payments<br>(In thousands) | Expense<br>Reversals | Accrual at<br>September 30,<br>2011 |
|-----------------------|-------------------------------------|----------------------|------------------------------------|----------------------|-------------------------------------|
| Facilities charges    | \$ 2,836                            | \$ 4,226             | \$ (1,700)                         | \$ —                 | \$ 5,362                            |
| Employee separation   | 742                                 | 8,165                | (7,873)                            | —                    | 1,034                               |
|                       | <u>3,578</u>                        | <u>\$12,391</u>      | <u>\$ (9,573)</u>                  | <u>\$ —</u>          | <u>6,396</u>                        |
| Less: current portion | (1,474)                             |                      |                                    |                      | (3,062)                             |
| Non-current           | <u>\$ 2,104</u>                     |                      |                                    |                      | <u>\$ 3,334</u>                     |

|                       | Accrual at<br>September 30,<br>2011 | Expense<br>Additions | Cash<br>Payments<br>(In thousands) | Expense<br>Reversals | Accrual at<br>September 30,<br>2012 |
|-----------------------|-------------------------------------|----------------------|------------------------------------|----------------------|-------------------------------------|
| Facilities charges    | \$ 5,362                            | \$ —                 | \$ (2,029)                         | \$ —                 | \$ 3,333                            |
| Employee separation   | 1,034                               | 3,978                | (2,541)                            | —                    | 2,471                               |
|                       | <u>6,396</u>                        | <u>\$ 3,978</u>      | <u>\$ (4,570)</u>                  | <u>\$ —</u>          | <u>5,804</u>                        |
| Less: current portion | (3,062)                             |                      |                                    |                      | (4,944)                             |
| Non-current           | <u>\$ 3,334</u>                     |                      |                                    |                      | <u>\$ 860</u>                       |

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**13. Income Taxes**

The provision for income taxes was as follows during fiscal 2012, 2011, and 2010:

|                        | 2012            | 2011            | 2010            |
|------------------------|-----------------|-----------------|-----------------|
|                        | (In thousands)  |                 |                 |
| <b>Current:</b>        |                 |                 |                 |
| Federal                | \$42,502        | \$22,019        | \$10,190        |
| State                  | 4,899           | 2,873           | 4,406           |
| Foreign                | 3,959           | (251)           | 6,490           |
|                        | <u>51,360</u>   | <u>24,641</u>   | <u>21,086</u>   |
| <b>Deferred:</b>       |                 |                 |                 |
| Federal                | (6,843)         | 59              | 7,761           |
| State                  | (925)           | (112)           | (644)           |
| Foreign                | 647             | 1,305           | (356)           |
|                        | <u>(7,121)</u>  | <u>1,252</u>    | <u>6,761</u>    |
| <b>Total provision</b> | <u>\$44,239</u> | <u>\$25,893</u> | <u>\$27,847</u> |

The foreign provision was based on foreign pretax earnings of \$26.9 million, \$20.6 million and \$25.3 million in fiscal 2012, 2011, and 2010, respectively. Current foreign tax expense related to foreign tax withholdings was \$6.3 million, \$5.4 million and \$2.3 million in fiscal year 2012, 2011, and 2010, respectively. Foreign withholding tax and related foreign tax credits are included in federal current tax expense above.

Deferred tax assets and liabilities at September 30, 2012 and 2011 were as follows:

|                                  | 2012             | 2011             |
|----------------------------------|------------------|------------------|
|                                  | (In thousands)   |                  |
| <b>Deferred tax assets:</b>      |                  |                  |
| Net operating loss carryforward  | \$ 22,120        | \$ 9,373         |
| Research credit carryforward     | 2,310            | 1,388            |
| Capital loss carryforward        | 91               | 21               |
| Investments                      | 1,141            | 1,235            |
| Accrued compensation             | 1,297            | 1,586            |
| Share-based compensation         | 20,109           | 24,489           |
| Deferred revenue                 | 3,577            | 1,042            |
| Accrued lease costs              | 1,774            | 2,526            |
| Property and equipment           | 3,629            | 4,239            |
| Other                            | 14,183           | 5,988            |
|                                  | <u>70,231</u>    | <u>51,887</u>    |
| Less valuation allowance         | (5,425)          | (3,422)          |
|                                  | <u>64,806</u>    | <u>48,465</u>    |
| <b>Deferred tax liabilities:</b> |                  |                  |
| Intangible assets                | (31,364)         | (20,541)         |
| Prepaid expense                  | (3,405)          | (3,942)          |
| Other                            | (1,019)          | (1,040)          |
|                                  | <u>(35,788)</u>  | <u>(25,523)</u>  |
| Deferred tax assets, net         | <u>\$ 29,018</u> | <u>\$ 22,942</u> |

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Based upon the level of historical taxable income and projections for future taxable income over the periods that the deferred tax assets will reverse, management believes it is more likely than not that we will realize the benefits of the deferred tax asset, net of the existing valuation allowance at September 30, 2012.

For fiscal 2012, the increase in the valuation allowance was due to the acquisition of Adeptra and additional fiscal 2012 China net operating loss (NOL). The remaining valuation allowance is associated with operations where the Company has a NOL carryforward where realization remains uncertain.

During fiscal 2012, the change in NOL was due to utilization of federal NOL, acquisition of Adeptra and Entiera and additional fiscal 2012 China NOL. The increase in the research credit carryforward was due to less than expected utilization on the fiscal 2011 tax return. We acquired the following U.S. federal, UK foreign, and state NOL in connection with our acquisitions of Braun in fiscal 2005, and Adeptra and Entiera, in fiscal 2012. As of September 30, 2012, we had available U.S. federal, state and foreign NOL carryforwards of approximately \$32.7 million, \$7.5 million, and \$43.3 million, respectively. We also have available excess California state research credit of approximately \$2.3 million. The U.S. federal NOL carryforward will expire at various dates beginning in fiscal 2024, if not utilized. The state NOL carryforward will begin to expire at various dates beginning in fiscal 2021, if not utilized. The UK NOL carryforward does not have an expiration date. Utilization of the U.S. federal and state NOL are subject to an annual limitation due to the “change in ownership” provisions of the Internal Revenue Code of 1986 (the “Code”), as amended, and similar state provisions.

The reconciliation between the U.S. federal statutory income tax rate of 35% and our effective tax rate is shown below for fiscal 2012, 2011 and 2010:

|   | 2012            | 2011            | 2010            |
|---|-----------------|-----------------|-----------------|
|   |                 | (In thousands)  |                 |
| Income tax provision at U.S. federal statutory rate | \$47,685        | \$34,117        | \$32,306        |
| State income taxes, net of U.S. federal benefit     | 3,663           | 2,770           | 2,452           |
| Foreign taxes                                       | (3,616)         | (9,867)         | (4,721)         |
| Intercompany dividend                               | 2,692           | 3,822           | —               |
| Research credits                                    | (375)           | (2,559)         | (353)           |
| Domestic production deduction                       | (3,054)         | (2,494)         | (1,204)         |
| Tax audit settlements                               | (1,203)         | 1,524           | 308             |
| Other   | (1,553)         | (1,420)         | (941)           |
| Recorded income tax provision                       | <u>\$44,239</u> | <u>\$25,893</u> | <u>\$27,847</u> |

The 2012 effective tax rate was negatively impacted by the expiration of the U.S. Federal Research and Development credit and a one-time tax impact of a legal entity restructuring charge. The fiscal 2011 effective rate was positively impacted by a \$1.1 million benefit recorded in recognition of the 2010 extension of the U.S. Federal Research and Development credit and a manufacturing deduction rate increase. In addition, there was a one-time Foreign Tax Credit benefit (“FTC”) related to an intercompany dividend.

In 2012, the foreign taxes consist of tax rate differentials, local country permanent items, and prior years’ true ups. In 2011, the nature of the items that make up foreign taxes consist of tax rate differentials, local country permanent items, recognition of a deferred tax asset associated with the end of a local country tax holiday, and a one-time FTC benefit related to an intercompany dividend.

In general, it is the practice and intention of the Company to reinvest the earnings of its non-U.S. subsidiaries in those operations. As of December 31, 2012, the Company has not made a provision for U.S. or additional foreign withholding taxes on approximately \$47.0 million of the excess of the amount for financial

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reporting over the tax basis of investments in foreign subsidiaries that are essentially permanent in duration. Generally, such amounts become subject to U.S. taxation upon the remittance of dividends and under certain other circumstances. It is not practicable to estimate the amount of deferred tax liability related to investments in these foreign subsidiaries.

#### **Unrecognized Tax Benefit for Uncertain Tax Positions**

We conduct business globally and, as a result, file income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. In the normal course of business, we are subject to examination by taxing authorities. With few exceptions, we are no longer subject to U.S. federal, state, local, or foreign income tax examinations for fiscal years prior to 2008. We are currently under audit by the IRS for tax returns filed for fiscal 2008 and 2009 and by California Franchise Tax Board for fiscal 2006 through 2009. We do not anticipate any adjustments related to those audits that will result in a material change to our financial position.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

|  | <u>2012</u>     | <u>2011</u>     | <u>2010</u>     |
|--|-----------------|-----------------|-----------------|
|  | (in thousands)  |                 |                 |
| Gross unrecognized tax benefits upon adoption on October 1         | \$ 9,539        | \$12,286        | \$18,587        |
| Gross increases for tax positions in prior periods                 | 64              | 547             | —               |
| Gross decreases for tax positions in prior periods                 | (2,035)         | —               | (7,025)         |
| Gross increases based on tax positions related to the current year | 681             | 1,000           | 724             |
| Decreases for settlements and payments                             | (748)           | (4,294)         | —               |
| Gross unrecognized tax benefits at September 30                    | <u>\$ 7,501</u> | <u>\$ 9,539</u> | <u>\$12,286</u> |

We had \$7.5 million of total unrecognized tax benefits as of September 30, 2012. Included in the \$7.5 million of total gross unrecognized tax benefits as of September 30, 2012 was \$5.9 million of tax benefits that, if recognized, would impact the effective tax rate. The Company expects that approximately \$3.1 million of unrecognized tax benefits will settle over the next 12 months.

We recognize interest expense related to unrecognized tax benefits and penalties as part of the provision for income taxes in our consolidated statements of income and comprehensive income. We recognize interest earned related to income tax matters as interest income in our consolidated statements of income and comprehensive income. As of September 30, 2012, we have accrued interest of \$0.7 million related to the unrecognized tax benefits.

#### **14. Stock-Based Employee Benefit Plans**

##### ***Description of Stock Option and Share Plans***

We maintained the 1992 Long-term Incentive Plan (the “1992 Plan”) under which we could grant stock options, stock appreciation rights, restricted stock, restricted stock units and common stock to officers, key employees and non-employee directors. The 1992 Plan expired by its terms on February 4, 2012.

In November 2003, our Board of Directors approved the adoption of the 2003 Employment Inducement Award Plan (the “2003 Plan”). The 2003 Plan reserved 2,250,000 shares of common stock solely for the granting of inducement stock options and other awards, as defined, that met the “employment inducement award” exception to the New York Stock Exchange’s listing standards requiring shareholder approval of equity-based

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inducement incentive plans. Except for the employment inducement award criteria, awards under the 2003 Plan were generally consistent with those made under our 1992 Plan. The Compensation Committee terminated the 2003 Plan, effective February 7, 2012.

On February 7, 2012 our shareholders approved the adoption of the 2012 Long-Term Incentive Plan (the "2012 Plan"). The 2012 Plan authorizes the issuance of 6,000,000 shares of our common stock. Unused shares under the 1992 Plan and the 2003 Plan will not be available for grants under the 2012 Plan. Under the terms of the 2012 Plan, the pool of shares available for issuance may be used for all types of equity awards available under the 2012 Plan, which include stock options, stock appreciation rights, restricted stock awards, stock unit awards and other stock-based awards. All employees, consultants and advisors of FICO or any subsidiary, as well as all non-employee directors will be eligible to receive awards under the 2012 Plan. As of September 30, 2012, 4,242,714 shares remained available for grants under this plan. The 2012 Plan will terminate on the tenth anniversary of its adoption by our Board of Directors. Stock option awards granted typically have a maximum term of seven years and vest ratably over four years. Stock option awards granted prior to October 1, 2005 under the 1992 Plan typically had a maximum term of ten years and vested ratably over four years.

***Description of Employee Stock Purchase Plan***

Under our Employee Stock Purchase Plan ("Purchase Plan"), we are authorized to issue up to 5,062,500 shares of common stock to eligible employees. Employees may have up to 10% of their base salary withheld through payroll deductions to purchase FICO common stock during semi-annual offering periods. The purchase price of the stock is 85% of the fair market value on the exercise date (the last day of each offering period). Offering period means approximately six-month periods commencing (a) on the first trading day on or after January 1 and terminating on the last trading day in the following June, and (b) on the first trading day on or after July 1 and terminating on the last trading day in the following December. The Purchase Plan was suspended effective January 1, 2009 and employees cannot contribute to the Purchase Plan until the suspension is repealed.

At September 30, 2012, 2,707,966 shares remained available for issuance.

***Share-Based Compensation Expense***

We recorded share-based compensation expense of \$21.2 million, \$15.5 million and \$17.3 million in fiscal years 2012, 2011 and 2010, respectively. The total tax benefit related to this share-based compensation expense was \$7.8 million, \$5.8 million and \$6.6 million in fiscal 2012, 2011 and 2010, respectively. As of September 30, 2012, there was \$47.3 million of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under all equity compensation plans. Total unrecognized compensation cost will be adjusted for future changes in estimated forfeitures. We expect to recognize that cost over a weighted average period of 3.01 years.

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**Determining Fair Value**

We estimate the fair value of stock options granted using the Black-Scholes option valuation model and we amortize the fair value on a straight-line basis over the vesting period. We used the following assumptions to estimate the fair value of our stock options during fiscal 2012, 2011 and 2010:

|                                 | <u>2012</u> | <u>2011</u> | <u>2010</u> |
|---------------------------------|-------------|-------------|-------------|
| <b>Stock Options:</b>           |             |             |             |
| Average expected term (years)   | 4.31        | 4.27        | 4.22        |
| Expected volatility (range)     | 38-41%      | 39-41%      | 35-42%      |
| Weighted average volatility     | 40%         | 40%         | 41%         |
| Risk-free interest rate (range) | 0.5-1.5%    | 0.6-2.1%    | 0.2-3.1%    |
| Average expected dividend yield | 0.3%        | 0.3%        | 0.4%        |
| Expected dividend yield (range) | 0.2-0.3%    | 0.3%        | 0.4-0.5%    |

*Expected Volatility.* We estimate the volatility of our common stock at the date of grant based on a combination of the implied volatility of publicly traded options on our common stock and our historical volatility rate.

*Expected Term.* The expected term represents the period that our stock options are expected to be outstanding. We estimate the expected term based on historical experience of similar awards, giving consideration to the contractual terms of the stock-based awards, vesting schedules and expectations of future employee behavior.

*Dividends.* The dividend yield assumption is based on historical dividend payouts.

*Risk-Free Interest Rate.* The risk-free interest rate assumption is based on observed interest rates appropriate for the term of our employee options.

*Forfeitures.* We use historical data to estimate pre-vesting option forfeitures and record share-based compensation expense only for those awards that are expected to vest.

The fair value of restricted stock units granted is the fair value of our common stock on the date of grant adjusted for the expected dividend yield. We amortize the fair value on a straight-line basis over the vesting period.

**FAIR ISAAC CORPORATION**  
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**Stock-Based Activity**

The following table summarizes option activity during fiscal 2012:

|   | Shares<br>(In thousands) | Weighted-<br>average<br>Exercise<br>Price | Weighted-<br>average<br>Remaining<br>Contractual<br>Term<br>(In years) | Aggregate<br>Intrinsic Value<br>(In thousands) |
|---|--------------------------|---|--|--|
| Outstanding at October 1, 2011                    | 5,812                    | \$ 29.94                                  |  |  |
| Granted   | 978                      | 38.45                                     |  |  |
| Exercised   | (2,553)                  | 28.25                                     |  |  |
| Forfeited   | (121)                    | 25.02                                     |  |  |
| Expired   | (82)                     | 39.75                                     |  |  |
| Outstanding at September 30, 2012                 | <u>4,034</u>             | \$ 33.01                                  | <u>3.84</u>  | \$ 45,828                                      |
| Options exercisable at September 30, 2012         | <u>1,994</u>             | \$ 36.30                                  | <u>1.95</u>  | \$ 16,341                                      |
| Vested and expected to vest at September 30, 2012 | <u>3,590</u>             | \$ 33.43                                  | <u>3.66</u>  | \$ 39,347                                      |

The weighted average fair value of options granted were \$12.32, \$8.02 and \$7.58 during fiscal 2012, 2011 and 2010, respectively. The aggregate intrinsic value of options outstanding at September 30, 2012 was calculated as the difference between the exercise price of the underlying options and the market price of our common stock for the 3.8 million shares that had exercise prices lower than the \$44.26 market price of our common stock at September 30, 2012. The total intrinsic value of options exercised was \$31.2 million, \$4.4 million and \$2.7 million during fiscal 2012, 2011 and 2010, respectively, determined as of the date of exercise.

The following table summarizes restricted stock unit activity during fiscal 2012:

|                                   | Shares<br>(In thousands) | Weighted-<br>average<br>Price |
|-----------------------------------|--------------------------|-------------------------------|
| Outstanding at October 1, 2011    | 1,105                    | \$ 23.14                      |
| Granted                           | 1,207                    | 38.30                         |
| Released                          | (408)                    | 23.01                         |
| Forfeited                         | (172)                    | 27.37                         |
| Outstanding at September 30, 2012 | <u>1,732</u>             | 33.31                         |

The weighted average fair value of restricted stock units granted were \$37.80, \$24.38 and \$22.05 during fiscal 2012, 2011 and 2010, respectively. The total intrinsic value of restricted stock units that vested was \$15.5 million, \$9.7 million and \$7.7 million during fiscal 2012, 2011 and 2010, respectively, determined as of the date of vesting.

In fiscal 2012 we received \$70.8 million in cash from stock option exercises, with the tax benefit realized for the tax deductions from these exercises of \$12.4 million.

Due primarily to our ongoing program of repurchasing shares on the open market, we had approximately 54.0 million treasury shares at September 30, 2012. We satisfy stock option exercises, Purchase Plan issuances and vesting of restricted stock units from this pool of treasury shares.

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**15. Earnings Per Share**

The following table reconciles the numerators and denominators of basic and diluted earnings per share (“EPS”) during fiscal 2012, 2011 and 2010:

|   | <u>2012</u>                                  | <u>2011</u>     | <u>2010</u>     |
|---|--|-----------------|-----------------|
|   | <u>(In thousands, except per share data)</u> |                 |                 |
| Numerator for basic and diluted earnings per share — net income | <u>\$92,004</u>                              | <u>\$71,562</u> | <u>\$64,457</u> |
| Denominator — share:  |  |                 |                 |
| Basic weighted-average shares                                   | 34,909                                       | 39,359          | 44,903          |
| Effect of dilutive securities                                   | 1,154  | 629             | 405             |
| Diluted weighted-average shares                                 | <u>36,063</u>                                | <u>39,988</u>   | <u>45,308</u>   |
| Earnings per share:   |  |                 |                 |
| Basic   | <u>\$ 2.64</u>                               | <u>\$ 1.82</u>  | <u>\$ 1.44</u>  |
| Diluted   | <u>\$ 2.55</u>                               | <u>\$ 1.79</u>  | <u>\$ 1.42</u>  |

The computation of diluted EPS excludes options to purchase approximately 1,420,000, 3,598,000, and 4,939,000 shares of common stock for fiscal 2012, 2011 and 2010, respectively, because the options’ exercise prices exceeded the average market price of our common stock in these fiscal years and their inclusion would be antidilutive.

**16. Related Party Transactions**

We have a \$10 million investment in convertible preferred stock in a private company. The company is developing a range of products focused on revenue cycle activities for hospitals and healthcare providers. Related party revenue was immaterial for the years ended September 30, 2012, 2011 and 2010. The accounts receivable balance from this company was not significant as of September 30, 2012 and 2011.

**17. Segment Information**

We are organized into the following three reportable segments to align with internal management of our worldwide business operations based on product offerings.

- *Applications.* Our Applications products are pre-configured Decision Management applications and associated professional services, designed for a specific type of business problem or process, such as marketing, account origination, customer management, fraud and insurance claims management.
- *Scores.* This segment includes our business-to-business scoring solutions, our myFICO® solutions for consumers and associated professional services. Our scoring solutions give our clients access to analytics that can be easily integrated into their transaction streams and decision-making processes. Our scoring solutions are distributed through major credit reporting agencies, as well as services through which we provide our scores to clients directly.
- *Tools.* The Tools segment is composed of software tools and associated professional services that clients can use to create their own custom Decision Management applications.

Our Chief Executive Officer evaluates segment financial performance based on segment revenues and segment operating income. Segment operating expenses consist of direct and indirect costs principally related to personnel, facilities, consulting, travel and depreciation. Indirect costs are allocated to the segments generally

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based on relative segment revenues, fixed rates established by management based upon estimated expense contribution levels and other assumptions that management considers reasonable. We do not allocate share-based compensation expense, restructuring and acquisition-related expense, amortization expense, various corporate charges and certain other income and expense measures to our segments. These income and expense items are not allocated because they are not considered in evaluating the segment's operating performance. Our Chief Executive Officer does not evaluate the financial performance of each segment based on its respective assets or capital expenditures; rather, depreciation amounts are allocated to the segments from their internal cost centers as described above.

The following tables summarize segment information for fiscal 2012, 2011 and 2010:

|   | 2012              |                   |                  |                                | Total             |
|---|-------------------|-------------------|------------------|--------------------------------|-------------------|
|   | Applications      | Scores            | Tools            | Unallocated Corporate Expenses |                   |
|   | (In thousands)    |                   |                  |                                |                   |
| Segment revenues:                                 |                   |                   |                  |                                |                   |
| Transactional and maintenance                     | \$ 263,726        | \$ 172,218        | \$ 30,231        | \$ —                           | \$ 466,175        |
| Professional services                             | 104,637           | 2,382             | 17,952           | —                              | 124,971           |
| License   | 56,241            | 1,023             | 28,013           | —                              | 85,277            |
| Total segment revenues                            | <u>424,604</u>    | <u>175,623</u>    | <u>76,196</u>    | <u>—</u>                       | <u>676,423</u>    |
| Segment operating expense                         | <u>(291,778)</u>  | <u>(52,687)</u>   | <u>(58,597)</u>  | <u>(71,705)</u>                | <u>(474,767)</u>  |
| Segment operating income                          | <u>\$ 132,826</u> | <u>\$ 122,936</u> | <u>\$ 17,599</u> | <u>\$ (71,705)</u>             | <u>201,656</u>    |
| Unallocated share-based compensation expense      |                   |                   |                  |                                | (21,229)          |
| Unallocated amortization expense                  |                   |                   |                  |                                | (6,944)           |
| Unallocated restructuring and acquisition-related |                   |                   |                  |                                | (5,125)           |
| Operating income                                  |                   |                   |                  |                                | 168,358           |
| Unallocated interest income                       |                   |                   |                  |                                | 317               |
| Unallocated interest expense                      |                   |                   |                  |                                | (31,734)          |
| Unallocated other expense, net                    |                   |                   |                  |                                | (698)             |
| Income before income taxes                        |                   |                   |                  |                                | <u>\$ 136,243</u> |
| Depreciation expense                              | <u>\$ 11,321</u>  | <u>\$ 724</u>     | <u>\$ 1,258</u>  | <u>\$ 1,302</u>                | <u>\$ 14,605</u>  |

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|  | 2011              |                   |                  |                                      |                  |
|--|-------------------|-------------------|------------------|--------------------------------------|------------------|
|  | Applications      | Scores            | Tools            | Unallocated<br>Corporate<br>Expenses | Total            |
|  | (In thousands)    |                   |                  |                                      |                  |
| Segment revenues:                            |                   |                   |                  |                                      |                  |
| Transactional and maintenance                | \$ 258,736        | \$ 164,918        | \$ 29,776        | \$ —                                 | \$ 453,430       |
| Professional services                        | 100,921           | 2,102             | 12,918           | —                                    | 115,941          |
| License                                      | 23,371            | 1,547             | 25,394           | —                                    | 50,312           |
| Total segment revenues                       | <u>383,028</u>    | <u>168,567</u>    | <u>68,088</u>    | <u>—</u>                             | <u>619,683</u>   |
| Segment operating expense                    | (276,467)         | (55,169)          | (54,398)         | (70,680)                             | (456,714)        |
| Segment operating income                     | <u>\$ 106,561</u> | <u>\$ 113,398</u> | <u>\$ 13,690</u> | <u>\$ (70,680)</u>                   | <u>162,969</u>   |
| Unallocated share-based compensation expense |                   |                   |                  |                                      | (15,500)         |
| Unallocated amortization expense             |                   |                   |                  |                                      | (7,741)          |
| Unallocated restructuring expense            |                   |                   |                  |                                      | (12,391)         |
| Operating income                             |                   |                   |                  |                                      | 127,337          |
| Unallocated interest income                  |                   |                   |                  |                                      | 2,192            |
| Unallocated interest expense                 |                   |                   |                  |                                      | (32,364)         |
| Unallocated other income, net                |                   |                   |                  |                                      | 290              |
| Income before income taxes                   |                   |                   |                  |                                      | <u>\$ 97,455</u> |
| Depreciation expense                         | <u>\$ 12,784</u>  | <u>\$ 1,007</u>   | <u>\$ 1,667</u>  | <u>\$ 998</u>                        | <u>\$ 16,456</u> |
|  |                   |                   |                  |                                      |                  |
|  | 2010              |                   |                  |                                      |                  |
|  | Applications      | Scores            | Tools            | Unallocated<br>Corporate<br>Expenses | Total            |
|  | (In thousands)    |                   |                  |                                      |                  |
| Segment revenues:                            |                   |                   |                  |                                      |                  |
| Transactional and maintenance                | \$ 257,275        | \$ 170,141        | \$ 28,071        |                                      | \$ 455,487       |
| Professional services                        | 86,097            | 2,042             | 14,739           |                                      | 102,878          |
| License                                      | 23,886            | 156               | 23,236           |                                      | 47,278           |
| Total segment revenues                       | <u>367,258</u>    | <u>172,339</u>    | <u>66,046</u>    | <u>—</u>                             | <u>605,643</u>   |
| Segment operating expense                    | (273,983)         | (61,688)          | (57,634)         | (69,166)                             | (462,471)        |
| Segment operating income                     | <u>\$ 93,275</u>  | <u>\$ 110,651</u> | <u>\$ 8,412</u>  | <u>\$ (69,166)</u>                   | <u>143,172</u>   |
| Unallocated share-based compensation expense |                   |                   |                  |                                      | (17,305)         |
| Unallocated amortization expense             |                   |                   |                  |                                      | (10,901)         |
| Unallocated restructuring expense            |                   |                   |                  |                                      | (1,617)          |
| Operating income                             |                   |                   |                  |                                      | 113,349          |
| Unallocated interest income                  |                   |                   |                  |                                      | 1,688            |
| Unallocated interest expense                 |                   |                   |                  |                                      | (24,124)         |
| Unallocated other income, net                |                   |                   |                  |                                      | 1,391            |
| Income before income taxes                   |                   |                   |                  |                                      | <u>\$ 92,304</u> |
| Depreciation expense                         | <u>\$ 14,998</u>  | <u>\$ 1,339</u>   | <u>\$ 2,147</u>  | <u>\$ 1,533</u>                      | <u>\$ 20,017</u> |

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Our revenues and percentage of revenues by reportable market segments were as follows for fiscal 2012, 2011 and 2010, the majority of which were derived from the sale of products and services within the banking (including consumer credit) industry:

|              | 2012                   |             | 2011             |             | 2010             |             |
|--------------|------------------------|-------------|------------------|-------------|------------------|-------------|
|              | (Dollars in thousands) |             |                  |             |                  |             |
| Applications | \$424,604              | 63%         | \$383,028        | 62%         | \$367,258        | 61%         |
| Scores       | 175,623                | 26%         | 168,567          | 27%         | 172,339          | 28%         |
| Tools        | 76,196                 | 11%         | 68,088           | 11%         | 66,046           | 11%         |
| Total        | <u>\$676,423</u>       | <u>100%</u> | <u>\$619,683</u> | <u>100%</u> | <u>\$605,643</u> | <u>100%</u> |

Within our Applications segment our fraud solutions accounted for 25%, 23% and 20% of total revenues in each of fiscal 2012, 2011 and 2010, respectively, our customer management solutions accounted for 13%, 13% and 14% of total revenues, in each of these periods, respectively, and our marketing solutions accounted for 9%, 10% and 11% for each of these periods, respectively.

Our revenues and percentage of revenues on a geographical basis are summarized below for fiscal 2012, 2011 and 2010. No individual country outside of the United States accounted for 10% or more of revenue in any of these years.

|               | 2012                   |             | 2011             |             | 2010             |             |
|---------------|------------------------|-------------|------------------|-------------|------------------|-------------|
|               | (Dollars in thousands) |             |                  |             |                  |             |
| United States | \$410,178              | 61%         | \$389,676        | 63%         | \$396,036        | 65%         |
| International | 266,245                | 39%         | 230,007          | 37%         | 209,607          | 35%         |
| Total         | <u>\$676,423</u>       | <u>100%</u> | <u>\$619,683</u> | <u>100%</u> | <u>\$605,643</u> | <u>100%</u> |

During fiscal 2012, 2011 and 2010, no individual customer accounted for 10% or more of our total revenues; however, we derive a substantial portion of revenues from our contracts with the three major credit reporting agencies, TransUnion, Equifax and Experian. Revenues collectively generated by agreements with these customers accounted for 18%, 18% and 20% of our total revenues in fiscal 2012, 2011 and 2010, respectively. At September 30, 2012 and 2011, no individual customer accounted for 10% or more of total consolidated receivables.

Our property and equipment, net, on a geographical basis are summarized below at September 30, 2012 and 2011. At September 30, 2012 and 2011, no individual country outside of the United States accounted for 10% or more of total consolidated net property and equipment.

|               | 2012                   |             | 2011            |             |
|---------------|------------------------|-------------|-----------------|-------------|
|               | (Dollars in thousands) |             |                 |             |
| United States | \$35,571               | 87%         | \$29,899        | 91%         |
| International | 5,509                  | 13%         | 3,118           | 9%          |
| Total         | <u>\$41,080</u>        | <u>100%</u> | <u>\$33,017</u> | <u>100%</u> |

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**18. Commitments**

Minimum future commitments under non-cancelable operating leases and other obligations were as follows at September 30, 2012:

| <u>Fiscal Year</u> | <u>Future<br/>Minimum<br/>Lease<br/>Commitments</u> | <u>Other<br/>Commitments</u> |
|--------------------|---|------------------------------|
|                    | (In thousands)                                      |                              |
| 2013               | \$ 25,180   | \$ 4,400                     |
| 2014               | 22,537  | 2,600                        |
| 2015               | 17,808  | —                            |
| 2016               | 14,714  | —                            |
| 2017               | 11,762  | —                            |
| Thereafter         | 26,150  | —                            |
| <b>Total</b>       | <b>\$ 118,151</b>                                   | <b>\$ 7,000</b>              |

**Lease Commitments**

The above amounts have contractual sublease commitments totaling \$1.5 million and \$1.0 million in fiscal 2013 and 2014, respectively. We occupy the majority of our facilities under non-cancelable operating leases with lease terms in excess of one year. Such facility leases generally provide for annual increases based upon the Consumer Price Index or fixed increments. Rent expense under operating leases, including month-to-month leases, totaled \$21.3 million, \$21.1 million and \$22.6 million during fiscal 2012, 2011 and 2010, respectively.

**Other Commitments**

In the ordinary course of business, we enter into contractual purchase obligations and other agreements that are legally binding and specify certain minimum payment terms.

We are also a party to a management agreement with 26 of our executives providing for certain payments and other benefits in the event of a qualified change in control of FICO, coupled with a termination of the officer during the following year.

**19. Contingencies**

We are in disputes with certain customers regarding amounts owed in connection with the sale of certain of our products and services. We also have had claims asserted by former employees relating to compensation and other employment matters. We are also involved in various other claims and legal actions arising in the ordinary course of business. We record litigation accruals for legal matters which are both probable and estimable. For legal proceedings for which there is a reasonable possibility of loss (meaning those losses for which the likelihood is more than remote but less than probable), we have determined we do not have material exposure on an aggregate basis.

**20. Guarantees**

In the ordinary course of business, we are not subject to potential obligations under guarantees, except for standard indemnification and warranty provisions that are contained within many of our customer license and service agreements and certain supplier agreements, including underwriter agreements, as well as standard indemnification agreements that we have executed with certain of our officers and directors, and give rise only to

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the disclosure in the consolidated financial statements. In addition, we continue to monitor the conditions that are subject to the guarantees and indemnifications to identify whether it is probable that a loss has occurred, and would recognize any such losses under the guarantees and indemnifications when those losses are estimable.

Indemnification and warranty provisions contained within our customer license and service agreements and certain supplier agreements are generally consistent with those prevalent in our industry. The duration of our product warranties generally does not exceed 90 days following delivery of our products. We have not incurred significant obligations under customer indemnification or warranty provisions historically and do not expect to incur significant obligations in the future. Accordingly, we do not maintain accruals for potential customer indemnification or warranty-related obligations. The indemnification agreements that we have executed with certain of our officers and directors would require us to indemnify such officers and directors in certain instances. We have not incurred obligations under these indemnification agreements historically and do not expect to incur significant obligations in the future. Accordingly, we do not maintain accruals for potential officer or director indemnification obligations. The maximum potential amount of future payments that we could be required to make under the indemnification provisions in our customer license and service agreements, and officer and director agreements is unlimited.

## 21. Supplementary Financial Data (Unaudited)

The following table presents selected unaudited consolidated financial results for each of the eight quarters in the two-year period ended September 30, 2012. In the opinion of management, this unaudited information has been prepared on the same basis as the audited information and includes all adjustments (consisting of only normal recurring adjustments, except as noted below) necessary for a fair statement of the consolidated financial information for the period presented.

|  | September 30,<br>2012                 | June 30,<br>2012 | March 31,<br>2012 | December 31,<br>2011 |
|--|---------------------------------------|------------------|-------------------|----------------------|
|  | (In thousands, except per share data) |                  |                   |                      |
| Revenues                                     | \$ 186,075                            | \$ 160,478       | \$ 159,521        | \$ 170,349           |
| Cost of revenues (2)                         | 55,327                                | 47,832           | 48,814            | 45,974               |
| Gross profit                                 | <u>130,748</u>                        | <u>112,646</u>   | <u>110,707</u>    | <u>124,375</u>       |
| Net income (3)                               | <u>\$ 21,246</u>                      | <u>\$ 20,749</u> | <u>\$ 20,012</u>  | <u>\$ 29,997</u>     |
| Earnings per share (1):                      |                                       |                  |                   |                      |
| Basic  | <u>\$ 0.62</u>                        | <u>\$ 0.61</u>   | <u>\$ 0.57</u>    | <u>\$ 0.83</u>       |
| Diluted                                      | <u>\$ 0.60</u>                        | <u>\$ 0.59</u>   | <u>\$ 0.55</u>    | <u>\$ 0.81</u>       |
| Shares used in computing earnings per share: |                                       |                  |                   |                      |
| Basic  | 34,262                                | 34,004           | 35,331            | 36,034               |
| Diluted                                      | 35,513                                | 35,293           | 36,552            | 36,887               |

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|  | September 30,<br>2011                 | June 30,<br>2011 | March 31,<br>2011 | December 31,<br>2010 |
|--|---------------------------------------|------------------|-------------------|----------------------|
|  | (In thousands, except per share data) |                  |                   |                      |
| Revenues                                     | \$ 160,249                            | \$ 150,679       | \$ 152,824        | \$ 155,931           |
| Cost of revenues (2)                         | 48,763                                | 43,398           | 48,506            | 45,803               |
| Gross profit                                 | <u>111,486</u>                        | <u>107,281</u>   | <u>104,318</u>    | <u>110,128</u>       |
| Net income (3)                               | <u>\$ 24,619</u>                      | <u>\$ 23,189</u> | <u>\$ 7,745</u>   | <u>\$ 16,009</u>     |
| Earnings per share (1):                      |                                       |                  |                   |                      |
| Basic  | <u>\$ 0.65</u>                        | <u>\$ 0.59</u>   | <u>\$ 0.19</u>    | <u>\$ 0.40</u>       |
| Diluted                                      | <u>\$ 0.64</u>                        | <u>\$ 0.58</u>   | <u>\$ 0.19</u>    | <u>\$ 0.40</u>       |
| Shares used in computing earnings per share: |                                       |                  |                   |                      |
| Basic  | 38,088                                | 39,451           | 40,010            | 39,923               |
| Diluted                                      | 38,687                                | 40,241           | 40,618            | 40,439               |

- (1) Earnings per share is computed independently for each of the quarters presented. Therefore, the sum of the quarterly per share amounts may not equal the totals for the respective years.
- (2) Cost of revenues excludes amortization expense of \$0.5 million, \$0.1 million, \$0.1 million, \$0.6 million, \$0.5 million, \$0.6 million, \$0.6 million and \$0.6 million for the quarters ended September 30, 2012, June 30, 2012, March 31, 2012, December 31, 2011, September 30, 2011, June 30, 2011, March 31, 2011 and December 31, 2010, respectively.
- (3) Net income includes restructuring and acquisition-related expenses of \$5.1 million, \$11.5 million, \$0.9 million and \$1.6 million for the quarters ended September 30, 2012, March 31, 2011 and December 31, 2010, respectively.

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### **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

Not applicable.

### **Item 9A. Controls and Procedures**

An evaluation was carried out under the supervision and with the participation of FICO's management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness of the design and operation of FICO's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this annual report. Based on that evaluation, the CEO and CFO have concluded that FICO's disclosure controls and procedures are effective to ensure that information required to be disclosed by FICO in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms. In addition, the disclosure controls and procedures ensure that information required to be disclosed is accumulated and communicated to management, including the CEO and CFO, allowing timely decisions regarding required disclosure.

No change in FICO's internal control over financial reporting was identified in connection with the evaluation required by Rule 13a-15(d) of the Exchange Act that occurred during the quarter ended September 30, 2012, that has materially affected, or is reasonably likely to materially affect, FICO's internal control over financial reporting.

### **Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f). Under the supervision and with the participation of management, including our CEO and CFO, we conducted an evaluation of the effectiveness of our internal controls over financial reporting based on the framework in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on this evaluation management has concluded that our internal control over financial reporting was effective as of September 30, 2012.

Deloitte & Touche LLP, the independent registered public accounting firm that audited the consolidated financial statements included in this Annual Report on Form 10-K, has also audited the effectiveness of our internal control over financial reporting as of September 30, 2012, as stated in their attestation report included in Part II, Item 8 of this Annual Report on Form 10-K.

### **Item 9B. Other Information**

Not applicable.

**PART III****Item 10. Directors, Executive Officers and Corporate Governance**

The required information regarding our Directors is incorporated by reference from the information under the caption “Director Nominees” in our definitive proxy statement for the Annual Meeting of Stockholders to be held on February 12, 2013.

Our current executive officers are as follows:

| <u>Name</u>        | <u>Positions Held</u>   | <u>Age</u> |
|--------------------|---|------------|
| William J. Lansing | January 2012-present, Chief Executive Officer and member of the Board of Directors of the Company. February 2009-November 2010, Chief Executive Officer and President, Infospace, Inc. 2004-2007, Chief Executive Officer and President, ValueVision Media, Inc. 2001-2003, General Partner, General Atlantic LLC. 2000-2001, Chief Executive Officer, NBC Internet, Inc. 1998-2000, President/Chief Executive Officer, Fingerhut Companies, Inc. 1996-1998, Vice President, Corporate Business Development, General Electric Company. 1996, Executive Vice President, Chief Operating Office, Prodigy, Inc. 1986-1995, various positions, McKinsey & Company, Inc. | 54         |
| Michael J. Pung    | November 2010-present, Executive Vice President and Chief Financial Officer of the Company. August 2004-November 2010, Vice President, Finance of the Company. 2000-2004, Vice President and Controller, Hubbard Media Group, LLC. 1999-2000, Controller, Capella Education, Inc. 1998-1999, Controller, U.S. Satellite Broadcasting, Inc. 1992-1998, various financial management positions with Deluxe Corporation. 1985-1992, various audit positions, including audit manager, at Deloitte & Touche LLP.  | 49         |
| Richard S. Deal    | August 2007-present, Senior Vice President, Chief Human Resources Officer of the Company. January 2001-July 2007, Vice President, Human Resources of the Company. 1998-2001, Vice President, Human Resources, Arcadia Financial, Ltd. 1993-1998, managed broad range of human resources corporate and line consulting functions with U.S. Bancorp.  | 45         |
| Michael J. Gordon  | October 2012-present, Executive Vice President of Sales, Services and Marketing of the Company. April 2009-October 2012, Vice President and Managing Director, Europe, Middle East, and Africa of the Company. February 2010-October 2012, Vice President, Global Lead for Banking of the Company. January 2008-April 2009, Vice President for Emerging/ Growth Industries & Tools of the Company. November 2005-January 2008, Vice President, Insurance Industry Lead of the Company. August 2005-November 2005, Vice President, Client Partner of the Company.  | 42         |

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| <u>Name</u>        | <u>Positions Held</u>   | <u>Age</u> |
|--------------------|---|------------|
| Andrew N. Jennings | February 2011-present, Senior Vice President, Chief Analytics Officer of the Company. October 2007-February 2011, Senior Vice President, Chief Research Officer of the Company. May 2007-September 2007, Vice President, Analytic Research and Development of the Company. May 2006-May 2007, Vice President, EDM Applications of the Company. 2001-2006, Vice President Global Account Management Solutions of the Company. 2000-2001, Senior Vice President International Sales of the Company. 1999-2000, Senior Vice President, International Operations of the Company. 1996-1999, Vice President European Operations of the Company. 1994-1996, Director, United Kingdom Operations of the Company. | 57         |
| Michael S. Leonard | November 2011-present, Vice President, Chief Accounting Officer of the Company. November 2007-November 2011, Senior Director, Finance of the Company. July 2000-November 2007, Director, Finance of the Company. 1998-2000, Controller of Natural Alternatives International, Inc. 1994-1998, various audit staff positions at KPMG LLP.  | 47         |
| Mark R. Scadina    | February 2009-present, Executive Vice President and General Counsel and Corporate Secretary of the Company. June 2007-February 2009, Senior Vice President and General Counsel and Corporate Secretary of the Company. 2003-2007, various senior positions including Executive Vice President, General Counsel and Corporate Secretary, Liberate Technologies, Inc. 1999-2003, various leadership positions including Vice President and General Counsel, Intertrust Technologies Corporation. 1994-1999, Associate, Pennie and Edmonds LLP.  | 43         |
| James M. Wehmann   | April 2012-present, Executive Vice President, Scores of the Company. November 2003-March 2012, Vice President/Senior Vice President, Global Marketing, Digital River, Inc. March 2002-June 2003, Vice President, Marketing, Brylane, Inc. September 2000-March 2002, Senior Vice President, Marketing, New Customer Acquisition, Bank One. 1993-2000, various roles, including Senior Vice President, Marketing, Fingerhut Companies, Inc.  | 47         |
| Stuart C. Wells    | April 2012-present, Executive Vice President, Chief Technology Officer of the Company. June 2012 to April 2012, Head of Global Professional Services and Support of the Company (Consultant). February 2009-June 2010, CEO, and Chairman of the Board, ScaleMP. January 2007-January 2009, Senior Vice President and President, Avaya, Inc. April 2005-December 2006, Executive Vice President, Utility Computing, Sun Microsystems.  | 56         |

The required information regarding compliance with Section 16(a) of the Securities Exchange Act is incorporated by reference from the information under the caption “Section 16(a) Beneficial Ownership Reporting Compliance” in our definitive proxy statement for the Annual Meeting of Stockholders to be held on February 12, 2013.

FICO has adopted a Code of Ethics for Senior Financial Management that applies to the Company’s Chief Executive Officer, Chief Financial Officer, Controller and other employees performing similar functions who have been identified by the Chief Executive Officer. We have posted the Code of Ethics on our web site located

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at [www.fico.com](http://www.fico.com). FICO intends to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or a waiver from, this Code of Ethics by posting such information on its web site. FICO also has a Code of Conduct and Business Ethics applicable to all directors, officers and employees, which is also available at the web site cited above.

The required information regarding the Company's audit committee is incorporated by reference from the information under the caption "Board Meetings, Committees and Attendance" in our definitive proxy statement for the Annual Meeting of Shareholders to be held on February 12, 2013.

### **Item 11. *Executive Compensation***

The information required by this Item is incorporated by reference from the information under the captions "Director Compensation for 2012," "Executive Compensation," and "Compensation Committee Interlocks and Insider Participation" in our definitive proxy statement for the Annual Meeting of Stockholders to be held on February 12, 2013.

### **Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

The information required by this Item is incorporated by reference from the information under the caption "Security Ownership Of Certain Beneficial Owners and Management" and "Executive Compensation" in our definitive proxy statement for the Annual Meeting of Stockholders to be held on February 12, 2013.

### **Item 13. *Certain Relationships and Related Transactions, and Director Independence***

The information required by this Item is incorporated by reference from the information under the caption "Certain Relationships and Related Transactions" in our definitive proxy statement for the Annual Meeting of Stockholders to be held on February 12, 2013.

### **Item 14. *Principal Accountant Fees and Services***

The information required by this Item is incorporated by reference from the information under the caption "Ratification of Independent Registered Public Accounting Firm" in our definitive proxy statement for the Annual Meeting of Stockholders to be held on February 12, 2013.

**PART IV****Item 15. Exhibits and Financial Statement Schedules****1. Consolidated Financial Statements:**

|  | <b>Reference Page<br/>Form 10-K</b> |
|--|-------------------------------------|
| <a href="#">Reports of independent registered public accounting firm</a>   | 56                                  |
| <a href="#">Consolidated balance sheets as of September 30, 2012 and 2011</a>  | 57                                  |
| <a href="#">Consolidated statements of income and comprehensive income for the years ended September 30, 2012, 2011 and 2010</a> | 58                                  |
| <a href="#">Consolidated statements of stockholders' equity for the years ended September 30, 2012, 2011 and 2010</a>            | 59                                  |
| <a href="#">Consolidated statements of cash flows for the years ended September 30, 2012, 2011 and 2010</a>                      | 60                                  |
| <a href="#">Notes to consolidated financial statements</a>   | 61                                  |

**2. Financial Statement Schedules**

All financial statement schedules are omitted as the required information is not applicable or as the information required is included in the consolidated financial statements and related notes.

**3. Exhibits:**

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 2.1                       | Equity Purchase Agreement, dated as of August 16, 2012, among Fair Isaac Software Holdings Limited, Adepra Limited, the Executing Shareholders of Adepra Limited, Shareholder Representative Services, LLC as Representative to the Executing Shareholders and Fair Isaac Corporation as Guarantor. (Incorporated by reference to Exhibit 2.1 to the Company's Form 8-K filed on August 17, 2012.)                           |
| 3.1                       | Bylaws of Fair Isaac Corporation. (Incorporated by reference to Exhibit 3.1 to the Company's Form 10-Q filed on February 8, 2010.)   |
| 3.2                       | Composite Restated Certificate of Incorporation of Fair Isaac Corporation. (Incorporated by reference to Exhibit 3.2 to the Company's Form 10-Q filed on February 8, 2010.)  |
| 4.1                       | Rights Agreement dated as of August 8, 2001, between Fair, Isaac and Company, Incorporated and Mellon Investor Services LLC, which includes as Exhibit B the form of Rights Certificate and as Exhibit C the Summary of Rights. (Incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form 8-A relating to the Series A Participating Preferred Stock Purchase Rights filed August 10, 2001.) |
| 4.2                       | Amendment Number 1, dated May 21, 2009, to the Rights Agreement between Fair, Isaac and Company, Incorporated and Mellon Investor Services LLC. (Incorporated by reference to Exhibit 4.1 to the Company's Form 8-K filed on May 26, 2009.)  |
| 4.3                       | Form of Rights Certificate. (Included in Exhibit 4.1.)   |
| 10.1                      | Amended and Restated Credit Agreement among Fair Isaac, Wells Fargo Bank, N.A., U.S. Bank N.A., Bank of America, N.A., JPMorgan Chase Bank, N.A. and Deutsche Bank AG, NY Branch, dated July 23, 2007 (Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed with the SEC on July 25, 2007).   |

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| <u>Exhibit Number</u> | <u>Description</u>   |
|-----------------------|--|
| 10.2                  | Form of Note Purchase Agreement, dated May 7, 2008, between Fair Isaac Corporation and the Purchasers listed on Schedule A thereto, which includes as Exhibits 1-4 the form of Senior Note for each of Series A, B, C and D (excluding certain schedules and exhibits thereto, which Fair Isaac Corporation agrees to furnish to the Securities and Exchange Commission upon request). (Incorporated by reference to Exhibit 10.1 to Fair Isaac's Form 10-Q for the fiscal quarter ended June 30, 2008.) |
| 10.3                  | Form of Note Purchase Agreement, dated July 14, 2010, between Fair Isaac Corporation and the Purchasers listed on Schedule A thereto, which includes as Exhibits 1-4 the form of Senior Note for each of Series E, F, G and H (excluding certain schedules and exhibits thereto, which Fair Isaac Corporation agrees to furnish to the Securities and Exchange Commission upon request). (Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on July 19, 2010.)                   |
| 10.4                  | Voting Agreement dated May 21, 2009 by and between Fair Isaac Corporation and Southeastern Asset Management, Inc. (Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on May 26, 2009.)   |
| 10.5                  | Amended and Restated Agreement dated December 4, 2008, between the Company and the Sandell Group. (Incorporated by reference to Exhibit 10.1 to Fair Isaac's Form 8-K filed on December 9, 2008.)  |
| 10.6                  | Amendment Number 1, dated July 29, 2009, to the Amended and Restated Agreement between the Company and the Sandell Group. (Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on July 30, 2009.)  |
| 10.7                  | Fair Isaac Corporation 1992 Long-Term Incentive Plan, as amended effective May 4, 2010. (Incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q filed on August 6, 2010.) (1)  |
| 10.8                  | Form of Non-Qualified Stock Option Agreement under 1992 Long-term Incentive Plan, as amended effective July 18, 2007. (Incorporated by reference to Exhibit 10.42 to Fair Isaac's Form 10-Q for the fiscal quarter ended December 31, 2007.) (1)   |
| 10.9                  | Form of Nonstatutory Stock Option Agreement for Initial Grants to Non-Employee Directors under 1992 Long-term Incentive Plan. (Incorporated by reference to Exhibit 10.3 to the Company's Form 10-Q for the fiscal quarter ended December 31, 2008.) (1)   |
| 10.10                 | Form of Restricted Stock Unit Agreement under 1992 Long-term Incentive Plan, as amended effective July 18, 2007. (Incorporated by reference to Exhibit 10.49 to Fair Isaac's Form 10-Q for the fiscal quarter ended December 31, 2007.) (1)  |
| 10.11                 | Form of Restricted Stock Agreement under 1992 Long-Term Incentive Plan. (Incorporated by reference to Exhibit 10.43 to the Company's Annual Report of Form 10-K for the period ended September 30, 2006.) (1)  |
| 10.12                 | HNC's 1995 Directors Stock Option Plan, as amended through April 30, 2000. (Incorporated by reference to Exhibit 4.05 to HNC's Form S-8 Registration Statement, File No. 333-40344, filed June 28, 2000.) (1)  |
| 10.13                 | HNC's Form of 1995 Directors Stock Option Plan Option Agreement and Stock Option Exercise Agreement. (Incorporated by reference to Exhibit 10.01 to HNC's Form 10-Q for the quarter ended June 30, 1999.) (1)  |
| 10.14                 | Fair, Isaac Supplemental Retirement and Savings Plan, as amended and restated effective January 1, 2009. (Incorporated by reference to Exhibit 10.10 of the Company's Form 10-K for the fiscal year ended September 30, 2008.) (1)   |
| 10.15                 | Stock Option Agreement with A. George Battle entered into as of February 5, 2002. (Incorporated by reference to Exhibit 10.58 to the Company's report on Form 10-K for the fiscal year ended September 30, 2002.) (1)  |

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| <u>Exhibit Number</u> | <u>Description</u>   |
|-----------------------|--|
| 10.16*                | Management Incentive Plan, Fiscal 2012. (1)  |
| 10.17                 | Form of Indemnity Agreement entered into by the Company with the Company's directors and executive officers. (Incorporated by reference to Exhibit 10.49 to the Company's report on Form 10-K for the fiscal year ended September 30, 2002.) (1) |
| 10.18                 | Form of Management Agreement entered into with each of the Company's executive officers. (Incorporated by reference to Exhibit 10.4 of the Company's Form 8-K filed on February 10, 2012.) (1)   |
| 10.19                 | Management Agreement entered into with Dr. Mark N. Greene. (Incorporated by reference to Exhibit 10.51 to the Company's Form 10-K for the fiscal year ended September 30, 2008.) (1)   |
| 10.22                 | Employment Agreement dated February 13, 2007, by and between Fair Isaac and Dr. Mark Greene (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on February 14, 2007). (1)                 |
| 10.23                 | Letter Agreement entered into on June 30, 2008 by and between Fair Isaac Corporation and Dr. Mark N. Greene. (Incorporated by reference to Exhibit 10.59 to the Company's Form 10-K for the fiscal year ended September 30, 2008.) (1)           |
| 10.24                 | Offer Letter entered into on May 29, 2007 with Mark R. Scadina. (Incorporated by reference to Exhibit 10.61 to the Company's Form 10-K for the fiscal year ended September 30, 2008.) (1)  |
| 10.26                 | Letter Agreement dated January 15, 2010 by and between the Company and Charles Ill. (Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on January 20, 2010.) (1)   |
| 10.27                 | Transition Agreement dated January 24, 2012 by and between the Company and Dr. Mark N. Greene. (Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on January 26, 2012.) (1)  |
| 10.28*                | Amended and Restated Transition Agreement dated September 11, 2012 by and between the Company and Dr. Mark N. Greene. (1)  |
| 10.29                 | Letter Agreement dated January 24, 2012 by and between the Company and William J. Lansing. (Incorporated by reference to Exhibit 10.2 to the Company's Form 8-K filed on January 26, 2012.) (1)  |
| 10.30                 | Letter Agreement dated February 6, 2012 by and between the Company and Michael Pung. (Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on February 10, 2012.) (1)   |
| 10.31                 | Letter Agreement dated February 6, 2012 by and between the Company and Deborah Kerr. (Incorporated by reference to Exhibit 10.2 to the Company's Form 8-K filed on February 10, 2012.) (1)   |
| 10.32                 | Letter Agreement dated February 6, 2012 by and between the Company and Mark Scadina. (Incorporated by reference to Exhibit 10.3 to the Company's Form 8-K filed on February 10, 2012.) (1)   |
| 10.33                 | Transition Agreement dated April 25, 2012 by and between the Company and Deborah Kerr. (Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on April 25, 2012.) (1)  |
| 10.34                 | Transition Agreement dated April 25, 2012 by and between the Company and Charles L. Ill. (Incorporated by reference to Exhibit 10.2 to the Company's Form 8-K filed on April 25, 2012.) (1)  |
| 10.35                 | Amended and Restated Management Agreement dated April 25, 2012 between the Company and Charles L. Ill. (Incorporated by reference to Exhibit 10.3 to the Company's Form 8-K filed on April 25, 2012.) (1)  |

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| <u>Exhibit Number</u> | <u>Description</u>  |
|-----------------------|---|
| 10.36                 | Fair Isaac Corporation 2012 Long-Term Incentive Plan (incorporated by reference to Appendix A of the Company's definitive proxy statement for the 2012 Annual Meeting of Stockholders, filed with the SEC on January 4, 2012.) (1)  |
| 10.37                 | Form of Employee Non-Statutory Stock Option Agreement (U.S.) under the 2012 Long-Term Incentive Plan. (Incorporated by reference to Exhibit 10.2 to the Company's Form 10-Q for the quarter ended March 31, 2012.) (1)  |
| 10.38                 | Form of Employee Restricted Stock Unit Award Agreement (U.S.) under the 2012 Long-Term Incentive Plan. (Incorporated by reference to Exhibit 10.3 to the Company's Form 10-Q for the quarter ended March 31, 2012.) (1)   |
| 10.39                 | Form of Employee Non-Statutory Stock Option Agreement (International) under the 2012 Long-Term Incentive Plan. (Incorporated by reference to Exhibit 10.4 to the Company's Form 10-Q for the quarter ended March 31, 2012.) (1)   |
| 10.40                 | Form of Employee Restricted Stock Unit Award Agreement (International) under the 2012 Long-Term Incentive Plan. (Incorporated by reference to Exhibit 10.5 to the Company's Form 10-Q for the quarter ended March 31, 2012.) (1)  |
| 10.41                 | Form of Director Non-Statutory Stock Option Agreement under the 2012 Long-Term Incentive Plan. (Incorporated by reference to Exhibit 10.6 to the Company's Form 10-Q for the quarter ended March 31, 2012.) (1)   |
| 10.42                 | Form of Director Restricted Stock Unit Award Agreement under the 2012 Long-Term Incentive Plan. (Incorporated by reference to Exhibit 10.7 to the Company's Form 10-Q for the quarter ended March 31, 2012.) (1)  |
| 10.43                 | Form of Performance Share Unit Award Agreement (fiscal 2012 grants) under the 2012 Long-Term Incentive Plan. (Incorporated by reference to Exhibit 10.8 to the Company's Form 10-Q for the quarter ended March 31, 2012.) (1)   |
| 10.44*                | Relocation benefits agreed to be provided to Michael Pung during fiscal 2012.   |
| 10.45                 | Credit Agreement dated September 27, 2011 among the Company, Wells Fargo Securities, LLC, U.S. Bank National Association, and Wells Fargo Bank, National Association. (Incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K filed with the SEC on September 30, 2011.) |
| 12.1*                 | Computations of ratios of earnings to fixed charges.  |
| 21.1*                 | List of Company's subsidiaries.   |
| 23.1*                 | Consent of Deloitte & Touche LLP, independent registered public accounting firm.  |
| 31.1*                 | Rule 13a-14(a)/15d-14(a) Certifications of CEO.   |
| 31.2*                 | Rule 13a-14(a)/15d-14(a) Certifications of CFO.   |
| 32.1*                 | Section 1350 Certification of CEO.  |
| 32.2*                 | Section 1350 Certification of CFO.  |
| 101.INS               | XBRL Instance Document.   |
| 101.SCH               | XBRL Taxonomy Extension Schema Document.  |
| 101.CAL               | XBRL Taxonomy Extension Calculation Linkbase Document.  |
| 101.DEF               | XBRL Taxonomy Extension Definition Linkbase Document.   |
| 101.LAB               | XBRL Taxonomy Extension Label Linkbase Document.  |
| 101.PRE               | XBRL Taxonomy Extension Presentation Linkbase Document.   |

(1) Management contract or compensatory plan or arrangement.

\* Filed herewith.



**EXHIBIT INDEX**  
**To Fair Isaac Corporation**  
**Report On Form 10-K For The Fiscal Year Ended September 30, 2012**

| <u>Exhibit Number</u> | <u>Description</u>   |                           |
|-----------------------|--|---------------------------|
| 3.1                   | Equity Purchase Agreement, dated as of August 16, 2012, among Fair Isaac Software Holdings Limited, Adepra Limited, the Executing Shareholders of Adepra Limited, Shareholder Representative Services, LLC as Representative to the Executing Shareholders and Fair Isaac Corporation as Guarantor.  | Incorporated by Reference |
| 3.1                   | By-laws of the Company.  | Incorporated by Reference |
| 3.2                   | Composite Restated Certificate of Incorporation of Fair Isaac Corporation.   | Incorporated by Reference |
| 4.1                   | Rights Agreement dated as of August 8, 2001, between Fair, Isaac and Company, Incorporated and Mellon Investor Services LLC, which includes as Exhibit B the form of Rights Certificate and as Exhibit C the Summary of Rights.  | Incorporated by Reference |
| 4.2                   | Amendment Number 1, dated May 21, 2009, to the Rights Agreement between Fair, Isaac and Company, Incorporated and Mellon Investor Services LLC.  | Incorporated by Reference |
| 4.3                   | Form of Rights Certificate. (Included in Exhibit 4.1.)   | Incorporated by Reference |
| 10.1                  | Amended and Restated Credit Agreement among Fair Isaac, Wells Fargo Bank, N.A., U.S. Bank N.A., Bank of America, N.A., JPMorgan Chase Bank, N.A. and Deutsche Bank AG, NY Branch, dated July 23, 2007  | Incorporated by Reference |
| 10.2                  | Form of Note Purchase Agreement, dated May 7, 2008, between Fair Isaac Corporation and the Purchasers listed on Schedule A thereto, which includes as Exhibits 1-4 the form of Senior Note for each of Series A, B, C and D (excluding certain schedules and exhibits thereto, which Fair Isaac Corporation agrees to furnish to the Securities and Exchange Commission upon request).   | Incorporated by Reference |
| 10.3                  | Form of Note Purchase Agreement, dated July 14, 2010, between Fair Isaac Corporation and the Purchasers listed on Schedule A thereto, which includes as Exhibits 1-4 the form of Senior Note for each of Series E, F, G and H (excluding certain schedules and exhibits thereto, which Fair Isaac Corporation agrees to furnish to the Securities and Exchange Commission upon request). | Incorporated by Reference |
| 10.4                  | Voting Agreement dated May 21, 2009 by and between Fair Isaac Corporation and Southeastern Asset Management, Inc.  | Incorporated by Reference |
| 10.5                  | Amended and Restated Agreement dated December 4, 2008, between the Company and the Sandell Group.  | Incorporated by Reference |
| 10.6                  | Amendment Number 1, dated July 29, 2009, to the Amended and Restated Agreement between the Company and the Sandell Group.  | Incorporated by Reference |
| 10.7                  | Fair Isaac Corporation 1992 Long-Term Incentive Plan, as amended effective May 4, 2010.  | Incorporated by Reference |

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| <u>Exhibit Number</u> | <u>Description</u>   |                           |
|-----------------------|--|---------------------------|
| 10.8                  | Form of Non-Qualified Stock Option Agreement under 1992 Long-term Incentive Plan, as amended effective July 18, 2007.  | Incorporated by Reference |
| 10.9                  | Form of Nonstatutory Stock Option Agreement for Initial Grants to Non-Employee Directors under 1992 Long-term Incentive Plan.                                | Incorporated by Reference |
| 10.10                 | Form of Restricted Stock Unit Agreement under 1992 Long-term Incentive Plan, as amended effective July 18, 2007.   | Incorporated by Reference |
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| 10.15                 | Stock Option Agreement with A. George Battle entered into as of February 5, 2002.  | Incorporated by Reference |
| 10.16                 | Management Incentive Plan, Fiscal 2012.  | Filed Electronically      |
| 10.17                 | Form of Indemnity Agreement entered into by the Company with the Company's directors and executive officers.   | Incorporated by Reference |
| 10.18                 | Form of Management Agreement entered into with each of the Company's executive officers (except Dr. Mark N. Greene, Mark R. Scadina and Laurent F. Pacalin). | Incorporated by Reference |
| 10.19                 | Management Agreement entered into with Dr. Mark N. Greene.   | Incorporated by Reference |
| 10.22                 | Employment Agreement dated February 13, 2007, by and between Fair Isaac and Dr. Mark Greene.   | Incorporated by Reference |
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| 10.28                 | Amended and Restated Transition Agreement dated September 11, 2012 by and between the Company and Dr. Mark N. Greene.  | Filed Electronically      |
| 10.29                 | Letter Agreement dated January 24, 2012 by and between the Company and William J. Lansing.   | Incorporated by Reference |
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| <u>Exhibit Number</u> | <u>Description</u>  |                           |
|-----------------------|---|---------------------------|
| 10.32                 | Letter Agreement dated February 6, 2012 by and between the Company and Mark Scadina.  | Incorporated by Reference |
| 10.33                 | Transition Agreement dated April 25, 2012 by and between the Company and Deborah Kerr.  | Incorporated by Reference |
| 10.34                 | Transition Agreement dated April 25, 2012 by and between the Company and Charles L. Ill.  | Incorporated by Reference |
| 10.35                 | Amended and Restated Management Agreement dated April 25, 2012 between the Company and Charles L. Ill.  | Incorporated by Reference |
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| 10.38                 | Form of Employee Restricted Stock Unit Award Agreement (U.S.) under the 2012 Long-Term Incentive Plan.  | Incorporated by Reference |
| 10.39                 | Form of Employee Non-Statutory Stock Option Agreement (International) under the 2012 Long-Term Incentive Plan.  | Incorporated by Reference |
| 10.40                 | Form of Employee Restricted Stock Unit Award Agreement (International) under the 2012 Long-Term Incentive Plan.   | Incorporated by Reference |
| 10.41                 | Form of Director Non-Statutory Stock Option Agreement under the 2012 Long-Term Incentive Plan.  | Incorporated by Reference |
| 10.42                 | Form of Director Restricted Stock Unit Award Agreement under the 2012 Long-Term Incentive Plan.   | Incorporated by Reference |
| 10.43                 | Form of Performance Share Unit Award Agreement (fiscal 2012 grants) under the 2012 Long-Term Incentive Plan.  | Incorporated by Reference |
| 10.44                 | Relocation benefits agreed to be provided to Michael Pung during fiscal 2012.   | Filed Electronically      |
| 10.45                 | Credit Agreement dated September 27, 2011 among the Company, Wells Fargo Securities, LLC, U.S. Bank National Association, and Wells Fargo Bank, National Association. | Incorporated by Reference |
| 12.1                  | Computations of ratios of earnings to fixed charges.  | Filed Electronically      |
| 21.1                  | List of Company's subsidiaries.   | Filed Electronically      |
| 23.1                  | Consent of Deloitte & Touche LLP, independent registered public accounting firm.  | Filed Electronically      |
| 31.1                  | Rule 13a-14(a)/15d-14(a) Certification of CEO.  | Filed Electronically      |
| 31.2                  | Rule 13a-14(a)/15d-14(a) Certification of CFO.  | Filed Electronically      |
| 32.1                  | Section 1350 Certifications of CEO.   | Filed Electronically      |
| 32.2                  | Section 1350 Certifications of CFO.   | Filed Electronically      |
| 101.INS               | XBRL Instance Document.   |                           |
| 101.SCH               | XBRL Taxonomy Extension Schema Document.  |                           |
| 101.CAL               | XBRL Taxonomy Extension Calculation Linkbase Document.  |                           |
| 101.DEF               | XBRL Taxonomy Extension Definition Linkbase Document.   |                           |
| 101.LAB               | XBRL Taxonomy Extension Label Linkbase Document.  |                           |
| 101.PRE               | XBRL Taxonomy Extension Presentation Linkbase Document.   |                           |

**Management Incentive Plan (MIP)****FY13**

The Management Incentive Plan (“MIP”) applies to the CEO, Executive Officers assigned to Pay Band F2 and other key executives of the Company assigned to Pay Band F and is designed to motivate the achievement of established performance goals. Awards to Participants under the MIP are considered Cash Incentive Awards made pursuant to the Company’s 2012 Long-Term Incentive Plan (the “2012 LTIP”), the payment of which is dependent upon company performance, business unit and personal performance results during the applicable performance period, which is typically a Company fiscal year. Awards to MIP Participants who are Executive Officers shall also be considered Performance-Based Compensation for purposes of the 2012 LTIP unless the Committee specifically determines otherwise.

The MIP is administered by the Compensation Committee of the Board of Directors (the “Committee”). The Committee has the authority to interpret and administer all provisions and to make any rules and regulations or take any action it deems necessary including amendments or revocation. All awards issued under the MIP are at the sole discretion of the Committee.

Incentive Awards made pursuant to the MIP are determined and distributed annually, generally in December following completion of the Company’s fiscal year. The Compensation Committee may elect to issue interim awards in conjunction with the Company’s mid-year performance review process. Incentive Awards may be prorated to account for partial Plan Year participation.

The potential payout associated with any Incentive Award under the MIP will be expressed as a percentage of a Participant’s annual base salary, and the amount of any such payout shall be contingent upon the degree to which one or more pre-established, objective Company or business unit performance goals have been achieved over the applicable performance period. Annual Participant incentive targets are communicated at time of plan eligibility.

Cumulative MIP awards received in a given Plan Year may not exceed 200% of a given Participant’s annual targeted incentive amount unless authorized by the Committee.

All Incentive Awards under the MIP are in the form of cash payments, less applicable tax withholding, as determined by the Committee.

Participants in the MIP may not also participate in any other company-sponsored incentive or commission plan, except as approved by the Committee. Since awards are not earned until actually paid, Participants must be actively employed on the date of payment in order to be eligible, unless otherwise approved by the Committee. Participants must have actively performed work duties during some portion of the performance period pertaining to any award. Finally, Participants must have a signed agreement protecting the confidential information and proprietary rights of the Company on file in order to be eligible for any award.

The Committee retains the discretion to adjust the amount of compensation that would otherwise be payable upon attainment of the applicable pre-established, objective Company or business unit performance goal(s) for any performance period, but no such adjustments may increase the amount of compensation otherwise payable to any Participant whose award is intended to be Performance-Based Compensation within the meaning of the 2012 LTIP. In determining whether and to what extent it will exercise such discretion, the Committee may, among other things:

- Take into account an annual award pool from which individual awards are determined and which is funded based upon Company performance against established MIP Funding Goals established by the Committee at the beginning of the applicable performance period. Once such an annual award pool has been established, award payments to individual Participants may be determined at the full discretion of the Committee based upon a variety of factors including, but not limited to:
  - Individual performance;
  - Assigned business unit or work team performance; and
  - Internal equity considerations.
- Take into account whether and to what extent events such as business acquisitions, divestitures, share repurchase activity, or changes in the economy or markets served by the Company affected the Company's financial results during the applicable performance period. The Committee will determine, in its sole discretion, whether such events have occurred and may choose to exclude from the financial results used to determine Company performance against MIP Funding Goals the financial impact of some or all such events.

Any exercise of such discretion by the Committee in connection with a MIP award that is intended to be Performance-Based Compensation under the 2012 LTIP may only decrease, and not increase, the amount of compensation otherwise payable under such award based on performance against the pre-established, objective Company or business unit performance goal(s) for the applicable performance period.

**FAIR ISAAC CORPORATION**  
**AMENDED AND RESTATED**  
**TRANSITION AGREEMENT**  
**WITH MARK N. GREENE**

THIS AMENDED AND RESTATED TRANSITION AGREEMENT (the "Agreement") is made and entered into as of September 12, 2012 (the "Effective Date") by and between Fair Isaac Corporation, a Delaware corporation (the "Company"), and Mark N. Greene, a resident of Minnesota ("Greene").

**BACKGROUND**

A. Greene began his employment with the Company in February 2007 and served as the Company's Chief Executive Officer through January 26, 2012, the date on which the parties agreed to end Greene's service as the Company's Chief Executive Officer under the Transition Agreement between the Company and Greene dated January 24, 2012 (the "Original Transition Agreement").

B. The Company and Greene entered into a letter agreement dated February 13, 2007, which was subsequently amended on June 30, 2008 (the "Letter Agreement").

C. The Company and Greene entered into an Indemnification Agreement dated February 14, 2007 (the "Indemnification Agreement").

D. The Company and Greene entered into a Proprietary Information and Inventions Agreement dated February 14, 2007 (the "PIIA").

E. The Company and Greene entered into an Amended and Restated Management Agreement dated June 30, 2008 (the "Management Agreement").

F. The Company and Greene desire to amend and restate the Original Transition Agreement in its entirety as set forth in this Agreement.

G. As of the Effective Date, Greene holds options to purchase shares of common stock of the Company and holds restricted stock unit awards, pursuant to written option agreements and restricted stock unit agreements, as applicable (the "Equity Awards"), as summarized in the attached Exhibit A to this Agreement.

H. Greene previously announced his retirement from the Company as its Chief Executive Officer effective as of January 26, 2012.

I. At the Company's request, Greene agreed in the Original Transition Agreement to remain employed with the Company as Advisory Council Chair commencing as of January 27, 2012 (the "Appointment Date") until January 26, 2013, or until earlier terminated in accordance with subparagraph 2(d) below, to provide services to the Company under the terms of this Agreement in order to facilitate a smooth transition for the Company.

J. At Greene's request, the Company has agreed to allow Greene to resign from the Company effective December 18, 2012 (the "Separation Date"); provided, however, that Greene's employment may be earlier terminated in accordance with subparagraph 2(d) below.

K. The parties intend to mutually conclude their employment relationship amicably, but mutually recognize that such a relationship may give rise to potential claims or liabilities.

L. The parties desire to resolve all issues now in dispute between them and have agreed to a full settlement of such issues.

NOW THEREFORE, in consideration of the mutual promises and provisions contained in this Agreement, the First Release and the Second Release (defined and referred to below), the parties, intending to be legally bound, agree as follows:

### **AGREEMENT**

**1. Retirement; Transition Term.** Greene hereby confirms his retirement from the Company as its Chief Executive Officer and as an officer of any of the Company's subsidiaries and affiliates effective as of January 26, 2012. Greene further hereby confirms his resignation as an employee of the Company and any of its subsidiaries and affiliates effective as of the Separation Date or such earlier date if Greene's employment is terminated before the Separation Date in accordance with subparagraph 2(d) below. Greene further hereby confirms his resignation as a member of the Board of Directors of the Company (the "Board") effective immediately prior to the Company's 2012 Annual Meeting of Stockholders that was held on February 7, 2012. Greene's employment with the Company will automatically terminate effective as of the Separation Date, unless earlier terminated in accordance with subparagraph 2(d) below. The period of Greene's employment hereunder is referred to in this Agreement as the "Transition Term". Except as otherwise provided herein, Greene may not have any other employment or engage in any other business venture during the Transition Term unless Greene obtains prior written approval from the Chair of the Board and the Company's Chief Executive Officer.

### **2. Employment Terms During the Transition Term.**

**(a) Scope of Engagement.** Subject to the terms and conditions of this Agreement, Greene agrees to remain in the employ of the Company, and the Company agrees to continue Greene's employment, for the duration of the Transition Term. As of the Appointment Date and for the remainder of the Transition Term, Greene's title will be Advisory Council Chair. In this role, Greene will report directly to the Company's Chief Executive Officer, and Greene will be responsible for providing such transition assistance and for special project

matters as may be reasonably requested by the Company's Chief Executive Officer from time to time (which Greene may perform from the location of his choosing). The Company will provide Greene with reasonable notice if Greene is required to travel to the Company's headquarters and other Company locations from time to time to provide the services described above. Greene agrees to serve the Company faithfully and to the best of his ability during the Transition Term. Greene may participate in charitable activities and personal investment activities to a reasonable extent, and Greene may serve as a director of business and civic organizations as approved by the Board, so long as such activities and directorships do not interfere with the performance of Greene's duties and responsibilities to the Company under this Agreement.

**(b) Pay and Benefits.** From the Effective Date through the remainder of the Transition Term, the Company will pay Greene a base salary for services performed at the annualized rate of \$250,000.00, subject to normal withholdings and payable in accordance with the Company's normal payroll practices. In addition, during the Transition Term Greene will be eligible to participate in such employee benefit plans and programs for which he may be eligible and in which he participated immediately before the Effective Date, pursuant to the terms and conditions of such plans; provided, however, that Greene shall not be eligible for any incentive, bonus, option or other compensation award for the Company's fiscal year 2012. The benefits plans and programs of the Company may be modified or terminated by the Company in its discretion provided that any modification or termination will be generally applicable to similarly situated employees of the Company. Greene agrees that he will not accrue additional vacation leave during the Transition Term and Greene further agrees that he will use all vacation time accrued during his employment such that he will not be entitled to any payment for accrued and unused vacation leave upon conclusion of the Transition Term.

**(c) Expenses.** The Company shall reimburse Greene for all reasonable and necessary out-of-pocket business, travel and entertainment expenses incurred by him in the performance of his duties and responsibilities for the Company during the Transition Term, subject to the Company's normal policies and procedures for expense verification and documentation.

**(d) Early Termination.** Notwithstanding anything in this Agreement to the contrary, Greene's employment hereunder may be terminated before the Separation Date (i) by Greene at any time and for any reason, (ii) by the Company for Cause (as defined below), (iii) by the Company for any reason following an Event (as such term is defined in the Management Agreement), (iv) by the Company due to disability for which Greene is qualified for benefits under the Company's group long-term disability program, or (v) because of Greene's death. In the event of termination of Greene's employment before the Separation Date because of any of the foregoing reasons, the Company's only obligation hereunder shall be to pay such compensation and provide such benefits as are earned by Greene through the date of termination of employment. Upon termination of Greene's employment for any reason (including upon the Separation Date), Greene shall promptly resign any and all positions Greene then holds as officer or director of the Company or any of its affiliates.

**(e) Cause Definition.** For purposes of this Agreement, “Cause” means a determination in good faith by the Board of the existence of one or more of the following: (i) commission by Greene of any act constituting a felony; (ii) any intentional and/or willful act of fraud or material dishonesty by Greene related to, connected with or otherwise affecting Greene’s employment with the Company, or otherwise likely to cause material harm to the Company or its reputation; or (iii) a material breach by Greene of the Company’s material policies or codes of conduct or of Greene’s material obligations under this Agreement, the PIIA or other agreement between Greene and the Company, which breach has not been cured within fifteen (15) days after written notice thereof to Greene from the Company.

**(f) Coordination With Management Agreement.** The parties agrees that (i) if any Event shall occur during the Term (as such term is defined in the Management Agreement), and the employment of Greene with the Company is voluntarily or involuntarily terminated under circumstances specified in Section 2(a) of the Management Agreement, then Greene shall be eligible to receive from the Company or its successor the benefits under Section 2 of the Management Agreement in accordance with the terms of the Management Agreement; and (ii) neither Greene’s notice of resignation effective as of the Separation Date, nor his resignation effective as of the Separation Date, both in accordance with paragraph 1, constitute an involuntary termination or resignation for Good Reason (as such term is defined in the Management Agreement), or otherwise triggers any payments or benefits, under the Management Agreement or the Letter Agreement.

**3. Equity Awards.** Greene acknowledges and agrees that the spreadsheet set forth as Exhibit A is an accurate list of all option grants and equity-based awards received by Greene during his employment with the Company prior to the Effective Date, and that he has no other equity or equity-based compensation rights with respect to the Company or any affiliate. The Equity Awards shall continue to be governed by the terms and conditions set forth in the applicable written stock option and restricted stock unit agreements.

**4. First and Second Release by Greene.** At the same time Greene signs this Agreement, he also will sign a release in the form attached to this Agreement as Exhibit B (the “First Release”), in favor of the Company and its affiliates, divisions, subsidiaries, committees, trustees, directors, officers, employees, agents, predecessors, successors, and assigns. If on or within twenty-one (21) days after the Separation Date (provided Greene’s employment is not terminated early under subparagraph 2(d) above before the Separation Date) Greene executes a second release in the form attached to this Agreement as Exhibit C (the “Second Release”) and satisfies the other conditions identified in subparagraph 5(b) below, then Greene will be eligible for the additional consideration as set out in subparagraph 5(a) below. This Agreement will not be interpreted or construed to limit the First Release or the Second Release in any manner. The existence of any dispute related to the interpretation of this Agreement or the alleged breach of this Agreement will not nullify or otherwise affect the validity or enforceability of the First Release or the Second Release.

## **5. Retention Consideration.**

**(a) Retention Pay and Benefits.** If Greene's employment is not terminated early under subparagraph 2(d) above before the Separation Date, then Greene's employment with the Company shall end as of the Separation Date and, subject to the conditions identified below, the Company will (1) pay Greene a retention payment of \$1,001,000.00, which is equal to (A) two (2) times the sum of (i) Greene's annual base salary rate as of the Effective Date identified in subparagraph 2(b) above (\$250,000.00) plus (ii) the annual incentive bonus last paid to Greene preceding the Effective Date (\$310,000.00), minus (B) a pro rata share of the retention pay amount identified in the Original Separation Agreement, calculated by reducing that amount (\$1,120,000.00) by the approximate pro rata value of that amount for the period between the Separation Date and January 26, 2013 (Greene's original anticipated separation date), which the Company and Greene have determined to be \$119,000.00, payable in a lump sum on the sixtieth (60<sup>th</sup>) day after the Separation Date, and (2) provided Greene (and, if applicable, Greene's eligible dependents), completes and returns the forms necessary to elect COBRA continuation coverage to the COBRA administrator for the group health plan in which Greene participates as of the Separation Date, provide Greene (and, if applicable, Greene's eligible dependents) with COBRA continuation coverage at no cost to Greene, for a period of eighteen (18) months following the effective date of termination of Greene's employment, provided Greene remains eligible for COBRA; provided that such continuation coverage will be provided only with respect to Greene's base medical, dental, vision and Employee Assistance Program coverage under the group health plan in which Greene receives COBRA continuation coverage (and in Minnesota only, this applies to basic life insurance coverage), and shall not apply to any medical expense reimbursement account, dental care plan, vision care plan, or other arrangement for which Greene may be entitled to COBRA continuation coverage.

**(b) Conditions.** Payment by the Company of any retention pay or premium reimbursements under subparagraph 5(a) will be conditioned upon Greene (1) signing and not revoking the Second Release in accordance with paragraph 4, (2) complying with Greene's obligations under this Agreement, the PIIA or any other agreement between Greene and the Company then in effect, and (3) cooperating with the Company in the transition of Greene's duties.

**6. Confidential Information.** Greene acknowledges entering into the PIIA and hereby reaffirms his commitments and obligations under the PIIA. Nothing in this Agreement is intended to modify, amend, cancel or supersede the PIIA in any manner.

**7. Non-Solicitation.** During the Transition Term, and for a period of twelve (12) consecutive months from and after conclusion of the Transition Term, Greene shall not, directly or indirectly, (a) solicit, request, advise, induce or influence any person who is then employed or engaged by the Company (as an agent, employee, independent contractor, or in any other capacity), or any successor thereto, or who was an employee of the Company, or any successor

thereto, at any time during Greene's employment with the Company or the six (6) month period immediately preceding the termination of Greene's employment, in any manner or capacity, to terminate his or her employment, agency or relationship with the Company, or any successor thereto; or (b) solicit or sell any product or service competitive with any Company product or service to any customer or prospective customer of the Company that Greene solicited or sold to, or had direct or supervisory responsibility for soliciting or selling to, during the 24-month period immediately preceding the termination of Greene's employment with the Company, or about which Greene has knowledge of proprietary information (as that term is defined in the PIIA); or (c) divert or take away, or attempt to divert or take away, or solicit or attempt to solicit, any current or potential customer, supplier or other business contact of the Company (whether or not Greene directly solicited such customer during Greene's employment) to cancel, curtail, or otherwise adversely change its relationship with the Company, in any manner or capacity, including without limitation as a proprietor, principal, agent, partner, officer, director, stockholder, employee, member of any association, consultant or otherwise.

#### **8. Confidentiality.**

**(a) General Standard.** The provisions of this Agreement, the First Release and the Second Release (collectively "Confidential Transition Information") will be treated by Greene and the Company as confidential. Accordingly, Greene and the Company will not disclose Confidential Transition Information to anyone at any time, except as provided in subparagraph 8(b) below.

#### **(b) Exceptions.**

(i) It will not be a violation of this Agreement for Greene to disclose Confidential Transition Information to his immediate family, his attorneys, his accountants or tax advisors, or his financial planners. It will not be a violation of this Agreement for the Company to disclose Confidential Transition Information to its directors, officers, employees or agents in the course of performing their responsibilities for the Company, or as otherwise necessary for legitimate business purposes.

(ii) It will not be a violation of this Agreement for Greene to inform Company employees who ask him about employment opportunities outside the Company that the terms of subparagraph 7(a) of this Agreement preclude him from engaging in certain activities that could interfere with their employment with the Company.

(iii) It will not be a violation of this Agreement for Greene to inform prospective future employers or partners about Greene's post employment restrictions and continuing obligations to the Company.

(iv) It will not be a violation of this Agreement for Greene or the Company to disclose Confidential Transition Information pursuant to a legally enforceable subpoena, deposition notice, or other legal process, so long as before any disclosure is made, such party first notifies the other party and provides such other party with sufficient time to seek a protective order with respect to such Confidential Transition Information.

(v) It will not be a violation of this Agreement for Greene or the Company to disclose Confidential Transition Information in reports to governmental agencies as required by law, including but not limited to disclosure as required by federal securities laws and regulations or to any federal or state tax or securities regulator.

**9. Records, Documents, and Property.** Greene acknowledges and represents that he will deliver to the Company on or before the conclusion of the Transition Term any and all Company records and any and all Company property in his possession or under his control, including without limitation, manuals, books, blank forms, documents, letters, memoranda, notes, notebooks, reports, printouts, computer disks, computer tapes, data, tables, or calculations and all copies thereof, documents that in whole or in part contain any trade secrets or confidential, proprietary, or other secret information of the Company and all copies thereof, and keys, access cards, access codes, source codes, passwords, credit cards, personal computers, telephones, and other electronic equipment belonging to the Company. Nothing in this paragraph 9 is intended to preclude Greene from keeping his personal possessions located on the Company's premises documents that are related solely to his compensation, benefits, rights, and other perquisites of being an officer and/or employee of the Company and/or its subsidiaries.

**10. Indemnification.** The Company will indemnify Greene in connection with Greene's status, duties and responsibilities for the Company, as set out in the Indemnification Agreement, which Greene and the Company signed in connection with Greene's initial employment with the Company.

**11. Cooperation.**

**(a) Agreement to Assist and Cooperate.** At the Company's reasonable request and upon reasonable notice, Greene will, from time to time, timely execute and deliver such acknowledgements, instruments, certificates, and other ministerial documents (including without limitation, certification as to specific actions performed by Greene in his capacity as an officer of the Company) as may be necessary or appropriate to formalize and complete the applicable corporate records. In addition, at the Company's reasonable request and upon reasonable notice, Greene will, from time to time, discuss and consult with the Company regarding business matters that he was directly and substantially involved with while employed by or otherwise providing services to the Company.

**(b) Claims Involving the Company.** Greene agrees that he will, at any future time, be available upon reasonable notice from the Company, with or without subpoena, to be interviewed, review documents or things, give depositions, testify, or engage in other reasonable activities in connection with any litigation or investigation, with respect to matters that Greene has or may have knowledge of by virtue of his employment by or service to the Company or any related entity. In performing his obligations under this subparagraph 11(b) to testify or otherwise provide information, Greene will honestly, truthfully, forthrightly, and completely provide the information requested. Greene will comply with this Agreement upon notice from the Company that the Company or its attorneys believe that his compliance would be helpful in the resolution of an investigation or the prosecution or defense of claims. In the event

that the Company requires Greene's services under subparagraphs 11(a) or 11(b) following the conclusion of the Transition Term, the Company shall compensate Greene for such additional services at the hourly rate of \$300.00, except that Greene shall not be compensated for his actual time spent testifying either at a trial or in a deposition. In addition, the Company will reimburse Greene for all reasonable out-of-pocket expenses for his services under subparagraphs 11(a) or 11(b).

**12. Non-disparagement.** Greene will not malign, defame, or disparage the reputation, character, image, products, or services of the Company, or the reputation or character of the Company's directors, officers, employees, or agents. The Company (by and through the current members of the Company's Board of Directors and the current executive officers of the Company) will not at any time disparage, defame or besmirch the reputation, character or image of Greene. It shall not be considered disparagement and nothing in this Agreement is intended to prevent or interfere with any party making any required or reasonable communications with, or providing information to, any governmental, law enforcement, or stock exchange agency or representative, or in connection with any governmental investigation, court, administrative or arbitration proceeding.

**13. Taxes.** The Company may take such action as it deems appropriate to insure that all applicable federal, state, city and other payroll, withholding, income or other taxes arising from any compensation, benefits or any other payments made pursuant to this Agreement, and in order to comply with all applicable federal, state, city and other tax laws or regulations, are withheld or collected from Greene. This Agreement is intended to satisfy or be exempt from the requirements of Section 409A(a)(2), (3) and (4) of the Internal Revenue Code of 1986, as amended including current and future guidance and regulations interpreting such provisions. In the event Greene becomes eligible for payment of any amounts pursuant to Section 2(a) of the Management Agreement, Section 3 of the Management Agreement entitled "Certain Reduction of Payments by the Company," shall continue to apply in accordance with the terms of the Management Agreement. Greene acknowledges and agrees that the Company has made no assurances or representations to him regarding the tax treatment of any consideration provided for in this Agreement and that the Company has advised him to obtain his own personal tax advice. Except for any tax amounts withheld by the Company from the payments or other consideration hereunder and any employment taxes required to be paid by the Company, Greene shall be responsible for payment of any and all taxes owed in connection with the consideration provided for in this Agreement.

**14. Time to Consider Agreement and the First Release.** Greene understands that he may take twenty-one (21) calendar days after the date he receives this Agreement and the First Release to decide whether to sign this Agreement and the First Release. Greene represents that if he signs this Agreement and the First Release before the expiration of the twenty-one (21) day period, it is because he has decided that he does not need any additional time to decide whether to sign this Agreement and the First Release.

**15. Right to Rescind or Revoke.** Greene understands that he has the right to rescind or revoke this Agreement and the First Release for any reason within fifteen (15) calendar days after he signs them. Greene understands that this Agreement and the First Release will not become effective or enforceable unless and until Greene has not rescinded them and the applicable rescission period has expired. Greene understands that if he rescinds or revokes this Agreement or the First Release, the rescission must be in writing and hand-delivered or mailed to the Company in the manner set forth in the First Release.

**16. Full Compensation.** Except as otherwise provided herein or in the First Release or in the Second Release, Greene acknowledges and understands that the payments made and other consideration provided by the Company under this Agreement will fully compensate Greene for and extinguish any and all of the potential claims Greene is releasing in the First Release and the Second Release, including without limitation, his claims for attorneys' fees and costs and any and all claims for any type of legal or equitable relief.

**17. No Admission of Wrongdoing.** Greene and the Company each understand and agree that this Agreement does not constitute an admission that the Company has violated any local ordinance, state or federal statute, or principle of common law, that any party has engaged in any unlawful or improper conduct, or that either party has been treated unfairly. Greene will not characterize this Agreement as an admission that the Company has engaged in any unlawful or improper conduct or treated Greene unfairly.

**18. Legal Representation.** Greene acknowledges that he has been advised by the Company to consult with his own attorney before executing this Agreement, the First Release and the Second Release and that he has done so. Greene further acknowledges that he has had a full opportunity to consider this Agreement, the First Release and the Second Release, that he has had a full opportunity to ask any questions that he may have concerning this Agreement, the First Release and the Second Release, or the settlement of any potential claims against the Company, and that he has not relied upon any statements or representations made by the Company or its attorneys, written or oral, other than the statements and representations that are explicitly set forth in this Agreement and the documents referenced herein.

**19. Assignment and Successors.** The rights and obligations of the Company under this Agreement shall inure to the benefit of Greene and the Company and shall be binding upon the successors and assigns of the Company. Greene may not assign this Agreement or any rights or obligations hereunder. Any purported or attempted assignment or transfer by Greene of this Agreement or any of Greene's duties, responsibilities, or obligations hereunder shall be void. The Company will require any successor (whether direct or indirect, by purchase, merger, consolidation or otherwise) to all or substantially all of its business and/or assets to assume expressly and agree to perform this Agreement in the same manner and to the same extent that the Company would be required to perform it if no such succession had taken place. As used in this Agreement, "Company" shall mean the Company as hereinbefore defined and any successor to its business and/or assets as aforesaid which assumes and agrees to perform this Agreement by operation of law, or otherwise.

**20. Notices.** For purposes of this Agreement, notices provided in this Agreement shall be in writing and shall be deemed to have been given when personally served, sent by courier or mailed by United States registered or certified mail, return receipt requested, postage prepaid, to the last known residence address of Greene as stated in the employment records of the Company with a copy to Greene's counsel: Katten Muchin Rosenman LLP, 575 Madison Avenue New York, NY 10022, Attention: Robert Smith, Esq., or, in the case of the Company, to its principal office, to the attention of the Company's General Counsel, or to such other address as either party may have furnished to the other in writing in accordance herewith, except that notice of change of address shall be effective only upon receipt.

**21. Construction and Severability.** The validity, interpretation, performance, and enforcement of this Agreement shall be governed by the laws of the State of Minnesota without regard to conflicts-of-laws provisions that would require application of any other law. In the event any provision of this Agreement shall be held illegal or invalid for any reason, said illegality or invalidity will not in any way affect the legality or validity of any other provision hereof. It is the intention of the parties hereto that the Company be given the broadest possible protection respecting its confidential information and trade secrets; and respecting competition and solicitation of employees by Greene during and following the Transition Term.

**22. Remedies.**

**(a) Remedies.** Greene acknowledges that it would be difficult to fully compensate the Company for monetary damages resulting from any breach by him of the provisions paragraphs 6, 7, 8 or 9 of this Agreement. Accordingly, in the event of any actual or threatened breach of any such provisions, the Company shall, in addition to any other remedies it may have, be entitled to injunctive and other equitable relief to enforce such provisions, and such relief may be granted without the necessity of proving actual monetary damages.

**(b) Jurisdiction and Venue.** Greene and the Company consent to jurisdiction of the courts of the State of Minnesota and/or the federal district courts, District of Minnesota, for the purpose of resolving all issues of law, equity, or fact arising out of or in connection with this Agreement. Any action involving claims of a breach of this Agreement, the First Release or the Second Release shall be brought solely in such courts. Each party consents to personal jurisdiction over such party in the state and/or federal courts of Minnesota and hereby waives any defense of lack of personal jurisdiction. Venue, for the purpose of all such suits commenced in state court, shall be in Hennepin County, State of Minnesota.

**23. Entire Agreement.** This Agreement sets forth the entire agreement between the Company and Greene with respect to his employment by the Company, the termination of such employment, and the Transition Term and supersedes and all prior discussions, agreements and negotiations between the Company and Greene related to such subject matter, including the Letter Agreement and the Original Transition Agreement. There are no undertakings, covenants, or commitments other than as set forth in this Agreement, the First Release, the Second Release, the written agreements applicable to the Equity Awards, the PIIA, the Management Agreement, and any qualified employee benefit plans sponsored by the Company in which Greene is a participant. This Agreement may not be altered or amended, except by a writing executed by the party against whom such alteration or amendment is to be enforced.

**24. Counterparts.** This Agreement may be simultaneously executed in any number of counterparts, and such counterparts executed and delivered, each as an original, shall constitute but one and the same instrument.

**25. Captions and Headings.** The captions and paragraph headings used in this Agreement are for convenience of reference only, and shall not affect the construction or interpretation of this Agreement or any of the provisions hereof.

**26. Survival.** The parties expressly acknowledge and agree that the provisions of this Agreement which by their express or implied terms extend beyond the termination of Greene's employment hereunder, including without limitation paragraphs 6, 7, 8 and 9 of this Agreement shall continue in full force and effect, notwithstanding the conclusion of the Transition Term. In addition, the representations and warranties contained herein shall survive the execution and delivery hereof and the consummation of the transactions contemplated hereby.

**27. Waivers.** No failure on the part of either party to exercise, and no delay in exercising, any right or remedy hereunder shall operate as a waiver thereof; nor shall any single or partial exercise of any right or remedy hereunder preclude any other or further exercise thereof, or the exercise of any other right or remedy granted hereby or by any related document or by law. No single or partial waiver of rights or remedies hereunder, nor any course of conduct of the parties, shall be construed as a waiver of rights or remedies by either party (other than as expressly and specifically waived). Any waiver of rights or obligations hereunder shall be in writing signed by the waiving party.

**28. No Mitigation.** Greene shall not be required to mitigate the amount of any payment or other benefit provided for in this Agreement by seeking other employment or otherwise, nor shall the amount of any payment provided for in this Agreement be reduced by any compensation earned by Greene as a result of his employment by another employer after the conclusion of the Transition Term.

*[signature page follows]*

IN WITNESS WHEREOF, the parties have signed this Amended and Restated Transition Agreement as of the date set forth above.

**FAIR ISAAC CORPORATION**

**MARK N. GREENE**

By: \_\_\_\_\_  
Duane E. White  
Compensation Committee Chair

\_\_\_\_\_  
Signature

**Exhibit A**

**SUMMARY OF STOCK OPTION AND RESTRICTED STOCK UNIT HOLDINGS AS  
OF SEPTEMBER 12, 2012**

| <u>Grant Number</u> | <u>Plan</u> | <u>Type</u> | <u>Grant Date</u> | <u>Shares</u> | <u>Exercise Price</u> | <u>Shares<br/>Exercisable</u> | <u>Unvested<br/>Shares/Units</u> |
|---------------------|-------------|-------------|-------------------|---------------|-----------------------|-------------------------------|----------------------------------|
| 009395              | 1992        | Options     | 2/14/2007         | 125,000       | \$39.6200             | 0                             | 0                                |
| RU0197              | 1992        | Units       | 2/14/2007         | 41,667        | \$0.0000              | 0                             | 0                                |
| 009442              | 1992        | Options     | 12/18/2007        | 112,500       | \$34.2600             | 0                             | 0                                |
| RU0241              | 1992        | Units       | 12/18/2007        | 12,500        | \$0.0000              | 0                             | 0                                |
| RU009603            | 1992        | Units       | 7/8/2008          | 15,000        | \$0.0000              | 0                             | 0                                |
| 009541              | 1992        | Options     | 12/18/2008        | 103,126       | \$14.1600             | 0                             | 25,781                           |
| RU009665            | 1992        | Units       | 12/18/2008        | 11,458        | \$0.0000              | 0                             | 2,864                            |
| 009593              | 1992        | Options     | 12/18/2009        | 112,500       | \$20.3100             | 0                             | 56,250                           |
| RU009828            | 1992        | Units       | 12/18/2009        | 12,500        | \$0.0000              | 0                             | 6,250                            |
| 009664              | 1992        | Options     | 12/13/2010        | 131,251       | \$24.0300             | 0                             | 98,438                           |
| RU010117            | 1992        | Units       | 12/13/2010        | 14,583        | \$0.0000              | 0                             | 7,292                            |

- (1) All awards listed in Exhibit A vest ratably over four years such that one-fourth of each initial grant vests on each anniversary of the grant date.
- (2) If established fiscal year 2012 performance targets are achieved, those remaining unvested restricted stock units granted on December 13, 2010 and reflected in Exhibit A, which would have otherwise been subject to time-based vesting in 2013 and 2014, will be subject to accelerated vesting on December 13, 2012.

**Exhibit B****FIRST RELEASE BY MARK N. GREENE**

**Definitions.** I intend all words used in this First Release by Mark N. Greene (“Release”) to have their plain meanings in ordinary English. Specific terms that I use in this Release have the following meanings:

- A. I, me, and my include both me and anyone who has or obtains any legal rights or claims through me.
- B. FICO means Fair Isaac Corporation, any company related to Fair Isaac Corporation, in the present or past (including without limitation, its predecessors, parents, subsidiaries, affiliates, joint venture partners, and divisions), and any successors of Fair Isaac Corporation.
- C. Company means FICO; the present and past officers, directors, committees, shareholders, and employees of FICO; any company providing insurance to FICO in the present or past; any employee benefit plan sponsored or maintained by FICO (other than multiemployer plans) and the present and past fiduciaries of such plans; the attorneys for FICO; and anyone who acted on behalf of FICO or on instructions from FICO.
- D. Agreement means the Amended and Restated Transition Agreement between FICO and me that I am executing on the same date on which I execute this Release, including all of the documents attached to the Agreement.
- E. My Claims mean all of my rights that I now have to any relief of any kind from the Company, whether I now know about such rights or not, including without limitation:
  - 1. all claims arising out of or relating to my employment with FICO or the termination of that employment;
  - 2. all claims arising out of or relating to the statements, actions, or omissions of the Company;
  - 3. all claims for any alleged unlawful discrimination, harassment, retaliation or reprisal, or other alleged unlawful practices arising under any federal, state, or local statute, ordinance, or regulation, including without limitation, claims under Title VII of the Civil Rights Act of 1964, the Age Discrimination in Employment Act, the Americans with Disabilities Act, 42 U.S.C. § 1981, the Employee Retirement Income Security Act, the Fair Credit Reporting Act, the Equal Pay Act, the Worker Adjustment and Retraining Notification Act, the Family and Medical Leave Act, the Minnesota Human Rights Act, the Minneapolis Civil Rights Ordinance, and workers’ compensation non-interference or non-retaliation statutes (such as Minn. Stat. § 176.82);

Exhibit B-1

4. all claims for alleged wrongful discharge; breach of contract; breach of implied contract; failure to keep any promise; breach of a covenant of good faith and fair dealing; breach of fiduciary duty; estoppel; my activities, if any, as a “whistleblower”; defamation; infliction of emotional distress; fraud; misrepresentation; negligence; harassment; retaliation or reprisal; constructive discharge; assault; battery; false imprisonment; invasion of privacy; interference with contractual or business relationships; any other wrongful employment practices; and violation of any other principle of common law;
5. all claims for compensation of any kind, including without limitation, bonuses, commissions, stock-based compensation or stock options, vacation pay, and expense reimbursements;
6. all claims for back pay, front pay, reinstatement, other equitable relief, compensatory damages, damages for alleged personal injury, liquidated damages, and punitive damages; and
7. all claims for attorneys’ fees, costs, and interest.

However, My Claims do not include any claims that the law does not allow to be waived; any claims that may arise after the date on which I sign this Release; any claims for breach of the Agreement; any rights that I may have under the Management Agreement and/or my stock option and restricted stock unit agreements; any rights I may have to indemnification from FICO under the Indemnification Agreement (as defined in the Agreement); or any claims I may have for accrued benefits under any employee benefit plan sponsored by the Company in which I am a participant.

**Agreement to Release My Claims.** I will receive consideration from FICO as set forth in the Agreement if I sign and do not rescind this Release as provided below. I understand and acknowledge that such consideration includes valuable consideration in addition to anything of value that I would be entitled to receive from FICO if I did not sign this Release or if I rescinded this Release. In exchange for that consideration I give up and release all of My Claims. I will not make any demands or claims against the Company for compensation or damages relating to My Claims. The consideration that I am receiving is a fair compromise for the release of My Claims.

**Additional Agreements and Understandings.** Even though FICO will provide consideration for me to settle and release My Claims, the Company does not admit that it is responsible or legally obligated to me. In fact, the Company denies that it is responsible or legally obligated to me for My Claims, denies that it engaged in any unlawful or improper conduct toward me, and denies that it treated me unfairly.

**Advice to Consult with an Attorney.** I understand and acknowledge that I am hereby being advised by the Company to consult with an attorney prior to signing this Release and I have done so. My decision whether to sign this Release is my own voluntary decision made with full knowledge that the Company has advised me to consult with an attorney.

**Period to Consider the Release.** I understand that I have 21 days from the day that I receive this Release, not counting the day upon which I receive it, to consider whether I wish to sign this Release. If I sign this Release before the end of the 21-day period, it will be my voluntary decision to do so because I have decided that I do not need any additional time to decide whether to sign this Release. I also agree that any changes made to this Release or to the Agreement before I sign it, whether material or immaterial, will not restart the 21-day period.

**My Right to Rescind this Release.** I understand that I may rescind this Release at any time within 15 days after I sign it, not counting the day upon which I sign it. This Release will not become effective or enforceable unless and until the 15-day rescission period has expired without my rescinding it.

**Procedure for Accepting or Rescinding the Release.** To accept the terms of this Release, I must deliver the Release, after I have signed and dated it, to FICO by hand or by mail within the 21day period that I have to consider this Release. To rescind my acceptance, I must deliver a written, signed statement that I rescind my acceptance to FICO by hand or by mail within the 15-day rescission period. All deliveries must be made to FICO at the following address:

SVP, Chief HR Officer  
FICO  
901 Marquette Avenue  
Suite 3200  
Minneapolis, MN 55402

If I choose to deliver my acceptance or the rescission of my acceptance by mail, it must be (1) postmarked within the period stated above; (2) properly addressed to FICO at the address stated above; and (3) sent by certified mail, return receipt requested.

**Interpretation of the Release.** This Release should be interpreted as broadly as possible to achieve my intention to resolve all of My Claims against the Company. If this Release is held by a court to be inadequate to release a particular claim encompassed within My Claims, this Release will remain in full force and effect with respect to all the rest of My Claims.

**My Representations.** I am legally able and entitled to receive the consideration being provided to me in settlement of My Claims. I have not been involved in any personal bankruptcy or other insolvency proceedings at any time since I began my employment with FICO. No child support orders, garnishment orders, or other orders requiring that money owed to me by FICO be paid to any other person are now in effect.

Exhibit B-3

I have read this Release carefully. I understand all of its terms. In signing this Release, I have not relied on any statements or explanations made by the Company except as specifically set forth in the Agreement. I am voluntarily releasing My Claims against the Company. I intend this Release and the Agreement to be legally binding.

Dated:

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Mark N. Greene

Exhibit B-4

Exhibit CSECOND RELEASE BY MARK N. GREENE

**Definitions.** I intend all words used in this Second Release by Mark N. Greene (“Release”) to have their plain meanings in ordinary English. Specific terms that I use in this Release have the following meanings:

- A. I, me, and my include both me and anyone who has or obtains any legal rights or claims through me.
- B. FICO means Fair Isaac Corporation, any company related to Fair Isaac Corporation. in the present or past (including without limitation, its predecessors, parents, subsidiaries, affiliates, joint venture partners, and divisions), and any successors of Fair Isaac Corporation.
- C. Company means FICO; the present and past officers, directors, committees, shareholders, and employees of FICO; any company providing insurance to FICO in the present or past; any employee benefit plan sponsored or maintained by FICO (other than multiemployer plans) and the present and past fiduciaries of such plans; the attorneys for FICO; and anyone who acted on behalf of FICO or on instructions from FICO.
- D. Agreement means the Amended and Restated Transition Agreement between FICO and me that I executed on September 12, 2012, including all of the documents attached to the Agreement.
- E. My Claims mean all of my rights that I now have to any relief of any kind from the Company, including without limitation:
  - 1. all claims arising out of or relating to my employment with FICO or the termination of that employment;
  - 2. all claims arising out of or relating to the statements, actions, or omissions of the Company;
  - 3. all claims for any alleged unlawful discrimination, harassment, retaliation or reprisal, or other alleged unlawful practices arising under any federal, state, or local statute, ordinance, or regulation, including without limitation, claims under Title VII of the Civil Rights Act of 1964, the Age Discrimination in Employment Act, the Americans with Disabilities Act, 42 U.S.C. § 1981, the Employee Retirement Income Security Act, the Fair Credit Reporting Act, the Equal Pay Act, the Worker Adjustment and Retraining Notification Act, the Family and Medical Leave Act, the Minnesota Human Rights Act, the Minneapolis Civil Rights Ordinance, and workers’ compensation non-interference or non-retaliation statutes (such as Minn. Stat. § 176.82);

4. all claims for alleged wrongful discharge; breach of contract; breach of implied contract; failure to keep any promise; breach of a covenant of good faith and fair dealing; breach of fiduciary duty; estoppel; my activities, if any, as a “whistleblower”; defamation; infliction of emotional distress; fraud; misrepresentation; negligence; harassment; retaliation or reprisal; constructive discharge; assault; battery; false imprisonment; invasion of privacy; interference with contractual or business relationships; any other wrongful employment practices; and violation of any other principle of common law;
5. all claims for compensation of any kind, including without limitation, bonuses, commissions, stock-based compensation or stock options, vacation pay, and expense reimbursements;
6. all claims for back pay, front pay, reinstatement, other equitable relief, compensatory damages, damages for alleged personal injury, liquidated damages, and punitive damages; and
7. all claims for attorneys’ fees, costs, and interest.

However, My Claims do not include any claims that the law does not allow to be waived; any claims that may arise after the date on which I sign this Release; any claims for breach of the Agreement; any rights that I may have under the Management Agreement and/or my stock option and restricted stock unit agreements; any rights I may have to indemnification from FICO under the Indemnification Agreement (as defined in the Agreement); or any claims I may have for accrued benefits under any employee benefit plan sponsored by the Company in which I am a participant.

**Agreement to Release My Claims.** I will receive consideration from FICO as set forth in the Agreement if I sign and do not rescind this Release as provided below. I understand and acknowledge that such consideration includes valuable consideration in addition to anything of value that I would be entitled to receive from FICO if I did not sign this Release or if I rescinded this Release. In exchange for that consideration I give up and release all of My Claims. I will not make any demands or claims against the Company for compensation or damages relating to My Claims. The consideration that I am receiving is a fair compromise for the release of My Claims.

**Additional Agreements and Understandings.** Even though FICO will provide consideration for me to settle and release My Claims, the Company does not admit that it is responsible or legally obligated to me. In fact, the Company denies that it is responsible or legally obligated to me for My Claims, denies that it engaged in any unlawful or improper conduct toward me, and denies that it treated me unfairly.

**Advice to Consult with an Attorney.** I understand and acknowledge that I am hereby being advised by the Company to consult with an attorney prior to signing this Release and I have done so. My decision whether to sign this Release is my own voluntary decision made with full knowledge that the Company has advised me to consult with an attorney.

**Period to Consider this Release.** I understand that I have 21 days after my Separation Date (as defined in the Agreement and provided my employment with FICO ended on the Separation Date) to consider whether I wish to sign this Release. If I sign this Release before the end of the 21-day period, it will be my voluntary decision to do so because I have decided that I do not need any additional time to decide whether to sign this Release. I also agree that any changes made to this Release or to the Agreement before I sign it, whether material or immaterial, will not restart the 21-day period. I understand and agree that I may not sign this Release prior to my Separation Date.

**My Right to Rescind this Release.** I understand that I may rescind this Release at any time within 15 days after I sign it, not counting the day upon which I sign it. This Release will not become effective or enforceable unless and until the 15-day rescission period has expired without my rescinding it.

**Procedure for Accepting or Rescinding the Release.** To accept the terms of this Release, I must deliver the Release, after I have signed and dated it, to FICO by hand or by mail within the 21-day period that I have to consider this Release. To rescind my acceptance, I must deliver a written, signed statement that I rescind my acceptance to FICO by hand or by mail within the 15-day rescission period. All deliveries must be made to FICO at the following address:

SVP, Chief HR Officer  
FICO  
901 Marquette Avenue  
Suite 3200  
Minneapolis, MN 55402

If I choose to deliver my acceptance or the rescission of my acceptance by mail, it must be (1) postmarked within the period stated above; (2) properly addressed to FICO at the address stated above; and (3) sent by certified mail, return receipt requested.

**Interpretation of the Release.** This Release should be interpreted as broadly as possible to achieve my intention to resolve all of My Claims against the Company. If this Release is held by a court to be inadequate to release a particular claim encompassed within My Claims, this Release will remain in full force and effect with respect to all the rest of My Claims.

**My Representations.** I am legally able and entitled to receive the consideration being provided to me in settlement of My Claims. I have not been involved in any personal bankruptcy or other insolvency proceedings at any time since I began my employment with FICO. No child support orders, garnishment orders, or other orders requiring that money owed to me by FICO be paid to any other person are now in effect.

I have read this Release carefully. I understand all of its terms. In signing this Release, I have not relied on any statements or explanations made by the Company except as specifically set forth in the Agreement. I am voluntarily releasing My Claims against the Company. I intend this Release and the Agreement to be legally binding.

Dated:

---

Mark N. Greene

Exhibit C-4

**Relocation Support Package****Michael Pung**

| <u>Term</u>      | <u>Description</u>  |
|------------------|---|
| Role:            | EVP-Chief Financial Officer   |
| Relocation:      | From Minneapolis, MN to San Jose, CA  |
| Timing:          | August — October, 2012  |
| Support Package: | Reimbursement or direct payment for the following items in accordance with established FICO relocation policy: <ul style="list-style-type: none"><li>• Existing home sale closing costs and customary fees;</li><li>• Home sale incentive of \$55,000;</li><li>• House hunting trips as needed;</li><li>• Transportation of household goods;</li><li>• Storage of household goods for up to 90 days;</li><li>• Reasonable travel costs to new location;</li><li>• Temporary living for up to 120 days at new location;</li><li>• New home closing costs and customary fees;</li><li>• Tax gross-up for income, excluding Home sale incentive, resulting from reimbursement or payment of relocation expenses).</li></ul> Estimated total relocation expense, including gross-up: \$200K |

**COMPUTATIONS OF RATIOS OF EARNINGS TO FIXED CHARGES—FAIR ISAAC CORPORATION**  
**(In thousands, except ratio data)**

|   | <u>2008</u>       | <u>2009</u>       | <u>2010</u>       | <u>2011</u>       | <u>2012</u>       |
|---|-------------------|-------------------|-------------------|-------------------|-------------------|
| <b>Earnings:</b>                                      |                   |                   |                   |                   |                   |
| Income from continuing operations before income taxes | \$ 112,995        | \$ 97,570         | \$ 92,304         | \$ 97,455         | \$ 136,243        |
| <b>Fixed charges:</b>                                 |                   |                   |                   |                   |                   |
| Interest expense                                      | 20,335            | 25,481            | 24,124            | 32,364            | 31,734            |
| Rent expense (Interest factor)                        | 9,528             | 8,146             | 7,538             | 7,021             | 7,100             |
| <b>TOTAL FIXED CHARGES</b>                            | <u>29,863</u>     | <u>33,627</u>     | <u>31,662</u>     | <u>39,385</u>     | <u>38,834</u>     |
| <b>EARNINGS AVAILABLE FOR FIXED CHARGES</b>           | <u>\$ 142,858</u> | <u>\$ 131,197</u> | <u>\$ 123,966</u> | <u>\$ 136,840</u> | <u>\$ 175,077</u> |
| Ratio of earnings to fixed charges (1)                | <u>4.78</u>       | <u>3.90</u>       | <u>3.92</u>       | <u>3.47</u>       | <u>4.51</u>       |

(1) The ratio of earnings to fixed charges has been computed by dividing earnings available for fixed charges (earnings before income taxes plus fixed charges) by fixed charges (interest expense plus portion of rental expense that represents interest).

SUBSIDIARIES/PARTNERSHIPS OF FAIR ISAAC CORPORATION

| Name of Company   | Jurisdiction of Incorporation/Organization |
|---|--|
| Data Research Technologies, Inc. <sup>(1)</sup>                                     | Minnesota                                  |
| Fair Isaac Credit Services, Inc. <sup>(1)</sup>                                     | Delaware                                   |
| Fair Isaac Network, Inc. <sup>(1)</sup>   | Delaware                                   |
| HNC Software LLC <sup>(1)</sup>   | Delaware                                   |
| myFICO Consumer Services Inc. <sup>(1)</sup>  | Delaware                                   |
| Dash Optimization, Inc. <sup>(1)</sup>  | New Jersey                                 |
| London Bridge Group of North America, Inc. <sup>(1)</sup>                           | Delaware                                   |
| Fair Isaac Software, Inc. <sup>(2)</sup>  | Delaware                                   |
| Fair Isaac Holdings, Inc. <sup>(1)</sup>  | Delaware                                   |
| Fair Isaac Adeptra, Inc. <sup>(3)</sup>   | Delaware                                   |
| Fair Isaac International Corporation <sup>(1)</sup>                                 | California                                 |
| Entiera, Inc. <sup>(1)</sup>  | Delaware                                   |
| Entiera Solutions Company Limited <sup>(4)</sup>                                    | Thailand                                   |
| Fair Isaac Asia Pacific Corp. <sup>(5)</sup>  | Delaware                                   |
| Fair Isaac Hong Kong Limited <sup>(5)</sup>   | Hong Kong                                  |
| Fair Isaac International Canada Corporation <sup>(5)</sup>                          | California                                 |
| Fair Isaac Brazil, LLC <sup>(5)</sup>   | Delaware                                   |
| Fair, Isaac do Brasil Ltda. <sup>(6)</sup>  | Brazil                                     |
| Fair Isaac Asia Holdings, Inc. <sup>(5)</sup>                                       | Minnesota                                  |
| Fair Isaac Information Technology (Beijing) Co., Ltd. <sup>(7)</sup>                | China                                      |
| Fair Isaac India Software Private Limited <sup>(8)</sup>                            | India                                      |
| Fair Isaac Sales and Services (India) Private Limited <sup>(9)</sup>                | India                                      |
| Fair Isaac (UK) LLP <sup>(9)</sup>  | England and Wales                          |
| Fair Isaac (Luxembourg) S.a.r.l <sup>(10)</sup>                                     | Luxembourg                                 |
| Fair Isaac International UK Corporation <sup>(5)</sup>                              | California                                 |
| Fair Isaac UK Holdings, Inc. <sup>(11)</sup>  | Delaware                                   |
| Fair Isaac UK Group Limited <sup>(12)</sup>   | England and Wales                          |
| Fair Isaac Europe Limited <sup>(13)</sup>   | England and Wales                          |
| Fair Isaac Turkey Software and Consultancy Services Limited Sirketi <sup>(14)</sup> | Turkey                                     |
| Fair Isaac Africa Ltd. <sup>(13)</sup>  | England and Wales                          |
| Fair Isaac Italy S.r.l. <sup>(13)</sup>   | Italy                                      |
| Fair Isaac Software Holdings Limited <sup>(13)</sup>                                | England and Wales                          |
| Fair Isaac (ASPAC) Pte. Ltd. <sup>(15)</sup>  | Singapore                                  |
| Fair Isaac International Limited <sup>(15)</sup>                                    | England and Wales                          |
| Fair Isaac Services Limited <sup>(16)</sup>   | England and Wales                          |
| Fair Isaac (Adeptra) Limited <sup>(15)</sup>  | England and Wales                          |
| Adeptra Limited <sup>(17)</sup>   | Hong Kong                                  |
| Adeptra Europe Limited <sup>(17)</sup>  | England and Wales                          |
| Adeptra Employee Trust Limited <sup>(17)</sup>                                      | England and Wales                          |
| Adeptra Pty Ltd <sup>(17)</sup>   | Australia                                  |
| Adeptra Services Limited <sup>(17)</sup>  | England and Wales                          |
| Adeptra India Private Limited <sup>(18)</sup>                                       | India                                      |
| Fair Isaac (Thailand) Co., Ltd. <sup>(19)</sup>                                     | Thailand                                   |
| Fair Isaac WBR Limited Liability Company <sup>(20)</sup>                            | Russia                                     |

Footnotes:

- (1) 100% owned by Fair Isaac Corporation
- (2) 100% owned by London Bridge Group of North America, Inc.
- (3) 100% owned by Fair Isaac Holdings, Inc.
- (4) 99.99% owned by Entiera, Inc., .005% owned by Fair Isaac Asia Holdings, Inc. and .005% owned by Fair Isaac Asia Pacific Corp.
- (5) 100% owned by Fair Isaac International Corporation
- (6) 99% owned by Fair Isaac International Corporation and 1% owned by Fair Isaac Brazil, LLC
- (7) 100% owned by Fair Isaac Asia Holdings, Inc.
- (8) 99.99% owned by Fair Isaac International Corporation and .01% owned by Fair Isaac Corporation
- (9) 90% owned by Fair Isaac International Corporation and 10% owned by Fair Isaac Corporation
- (10) 100% owned by Fair Isaac (UK) LLP
- (11) 100% owned by Fair Isaac International UK Corporation
- (12) 100% owned by Fair Isaac UK Holdings, Inc.
- (13) 100% owned by Fair Isaac UK Group Limited
- (14) 100% owned by Fair Isaac Europe Limited
- (15) 100% owned by Fair Isaac Software Holdings Limited
- (16) 100% owned by Fair Isaac International Limited
- (17) 100% owned by Fair Isaac (Adepra) Limited
- (18) 99.99% owned by Fair Isaac (Adepra) Limited and .01% owned by Adepra Services Limited
- (19) 99.98% owned by Fair Isaac International Corporation, .01% owned by Fair Isaac Asia Holdings, Inc. and .01% owned by Fair Isaac Asia Pacific Corp.
- (20) 99% owned by Fair Isaac International Corporation and 1% owned by Fair Isaac Corporation

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement No. 33-63426, 33-02121, 333-65179, 333-83905, 333-95889, 333-32398, 333-66348, 333-102848, 333-114364, 333-114365, 333-123750, 333-123751, 333-133268, and 333-179417 on Form S-8 of our report dated November 16, 2012, relating to the consolidated financial statements of Fair Isaac Corporation and subsidiaries and the effectiveness of Fair Isaac Corporation's internal control over financial reporting, appearing in this Annual Report on Form 10-K of Fair Isaac Corporation for the year ended September 30, 2012.

/s/ Deloitte & Touche LLP

Minneapolis, MN  
November 16, 2012

**CERTIFICATIONS**

I, William J. Lansing, certify that:

1. I have reviewed this annual report on Form 10-K of Fair Isaac Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 16, 2012

/s/ WILLIAM J. LANSING

William J. Lansing  
*Chief Executive Officer*

**CERTIFICATIONS**

I, Michael J. Pung, certify that:

1. I have reviewed this annual report on Form 10-K of Fair Isaac Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 16, 2012

/s/ MICHAEL J. PUNG

Michael J. Pung  
*Chief Financial Officer*

**CERTIFICATION UNDER SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned certifies that this periodic report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this periodic report fairly presents, in all material respects, the financial condition and results of operations of Fair Isaac Corporation.

Date: November 16, 2012

/s/ WILLIAM J. LANSING

---

William J. Lansing  
Chief Executive Officer

**CERTIFICATION UNDER SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned certifies that this periodic report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this periodic report fairly presents, in all material respects, the financial condition and results of operations of Fair Isaac Corporation.

Date: November 16, 2012

/s/ MICHAEL J. PUNG

Michael J. Pung  
Chief Financial Officer