
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

FAIR ISAAC CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

94-1499887
(I.R.S. Employer Identification Number)

901 Marquette Avenue, Suite 3200
Minneapolis, Minnesota 55402-3232
(Address of principal executive offices)

**FAIR ISAAC CORPORATION
1992 LONG-TERM INCENTIVE PLAN
(Full title of the plan)**

Andrea M. Fike, Esq.
Vice President, General Counsel and Secretary
Fair Isaac Corporation
901 Marquette Avenue, Suite 3200
Minneapolis, Minnesota 55402-3232
(612) 758-5260
(Name, address and telephone number of agent for service)

Calculation of Registration Fee

Title of Securities to be registered	Amount to be registered	Proposed maximum offering price per share (1)	Proposed maximum aggregate offering price (1)	Amount of Registration fee
Common Stock, par value \$.01, including Preferred Stock Purchase Rights (2)	2,553,431 shares	\$ 39.75	\$ 101,498,882	\$ 10,860.38

(1) Estimated pursuant to Rule 457(h) under the Securities Act of 1933 solely for the purpose of calculating the registration fee and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the New York Stock Exchange on April 6, 2006.

(2) Prior to the occurrence of certain events, the Preferred Stock Purchase Rights will not be evidenced separately from the Common Stock.

TABLE OF CONTENTS

[EXPLANATORY NOTE](#)

[Item 8. Exhibits](#)

[SIGNATURES](#)

[EXHIBIT INDEX](#)

[Opinion and Consent of Faegre & Benson LLP](#)

[Consent of Independent Registered Public Accounting Firm](#)

[Consent of Independent Registered Public Accounting Firm](#)

[Powers of Attorney](#)

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 2,553,431 shares of the Common Stock, including Preferred Stock Purchase Rights, of Fair Isaac Corporation (the “Company”) to be issued pursuant to the Fair Isaac Corporation 1992 Long-term Incentive Plan (the “Plan”).

In accordance with Section E of the General Instructions to Form S-8, the Registration Statements on Form S-8 filed with the Securities and Exchange Commission on May 27, 1993 (File No. 33-63426), April 1, 1996 (File No. 333-02121), October 1, 1998 (File No. 333-65179), July 28, 1999 (File No. 333-83905), March 14, 2000 (File No. 333-32398), July 31, 2001 (File No. 333-66348), January 30, 2003 (No. 333-102848), April 9, 2004 (File No. 333-114365) and April 1, 2005 (File No. 333-123751) are hereby incorporated by reference.

Item 8. Exhibits

<u>Exhibit</u>	<u>Description</u>
4.1	Composite Certificate of Incorporation of the Company, as amended. (Incorporated by reference to Exhibit 4.1 to Company’s Registration Statement on Form S-8 (File No. 333-114364) filed on April 9, 2004.)
4.2	By-Laws of the Company, as of April 1, 2004. (Incorporated by reference to Exhibit 4.2 to Company’s Registration Statement on Form S-8 (File No. 333-114364) filed on April 9, 2004.)
4.3	Rights Agreement dated as of August 9, 2001 between Fair, Isaac and Company, Incorporated and Mellon Investor Services LLC. (Incorporated by reference to Exhibit 4.1 to the Company’s Registration Statement on Form 8-A (File No. 001-11689) filed on August 10, 2001.)
4.4	Fair Isaac Corporation 1992 Long-term Incentive Plan, as amended effective May 15, 2005. (Incorporated by reference to Exhibit 10.45 to the Company’s report on Form 10-Q for the fiscal quarter ended June 30, 2005.)
5	Opinion of Faegre & Benson LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Independent Registered Public Accounting Firm.
23.3	Consent of Faegre & Benson LLP. (Included in Exhibit 5.)
24	Powers of Attorney.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota, on April 13, 2006.

FAIR ISAAC CORPORATION

By: /s/ Thomas G. Grudnowski
Thomas G. Grudnowski
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Name and Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Thomas G. Grudnowski</u> Thomas G. Grudnowski	President, Chief Executive Officer and Director (Principal Executive Officer)	April 13, 2006
<u>/s/ Charles M. Osborne</u> Charles M. Osborne	Vice President and Chief Financial Officer (Principal Financial Officer)	April 13, 2006
<u>/s/ Michael J. Pung</u> Michael J. Pung	Vice President, Finance (Principal Accounting Officer)	April 13, 2006
A. George Battle*	Director	April 13, 2006
Andrew Cecere*	Director	April 13, 2006
Tony J. Christianson*	Director	April 13, 2006
Alex W. Hart*	Director	April 13, 2006
Guy R. Henshaw*	Director	April 13, 2006
William J. Lansing*	Director	April 13, 2006
Margaret L. Taylor*	Director	April 13, 2006

* Charles M. Osborne, by signing his name hereto, does hereby sign this document on behalf of each of the above named directors of the Registrant pursuant to powers of attorney duly executed by each person.

By: /s/ Charles M. Osborne
Charles M. Osborne
Attorney-in-Fact

EXHIBIT INDEX

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23.3*	Consent of Faegre & Benson LLP. (Included in Exhibit 5.)
24*	Powers of Attorney.

* Filed herewith

Faegre & Benson LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402-3901
(612) 766-7136

April 13, 2006

Fair Isaac Corporation
901 Marquette Avenue
Suite 3200
Minneapolis, Minnesota 55402

Ladies and Gentlemen:

In connection with the Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the "Registration Statement"), relating to an aggregate offering of 2,553,431 shares of Common Stock, par value \$.01 per share (the "Shares"), of Fair Isaac Corporation, a Delaware corporation (the "Company"), to be issued by the Company pursuant to the Fair Isaac Corporation 1992 Long-term Incentive Plan, we have examined such corporate records and other documents, including the Registration Statement, and have reviewed such matters of law as we have deemed relevant hereto, and, based upon such examination and review, it is our opinion that all necessary corporate action on the part of the Company has been taken to authorize the issuance and sale of the Shares and that, when issued and sold as contemplated in the Registration Statement, the Shares will be legally and validly issued, fully paid and nonassessable under the current laws of the State of Delaware.

We are admitted to the practice of law in the State of Minnesota and the foregoing opinions are limited to the laws of that state and the federal laws of the United States of America.

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

FAEGRE & BENSON LLP

By: /s/ W. Morgan Burns
W. Morgan Burns

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors
Fair Isaac Corporation:

We consent to the use of our report dated November 10, 2004, except as to the fifth paragraph of note 1, which is as of February 24, 2005, with respect to the consolidated balance sheet of Fair Isaac Corporation and subsidiaries as of September 30, 2004, and the related consolidated statements of income, stockholders' equity and comprehensive income and cash flows for each of the years in the two-year period ended September 30, 2004, which report appears in the Annual Report on Form 10-K of Fair Isaac Corporation for the year ended September 30, 2005, incorporated herein by reference. Our report refers to a change in the Company's presentation of diluted earnings per share for fiscal 2004 and 2003 and a change in the Company's method of accounting for goodwill in fiscal 2003.

/s/ KPMG LLP

San Diego, California
April 12, 2006

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports related to the consolidated financial statements of Fair Isaac Corporation and subsidiaries and management's report on the effectiveness of internal control over financial reporting dated December 12, 2005, appearing in the Annual Report on Form 10-K of Fair Isaac Corporation and subsidiaries for the year ended September 30, 2005.

/s/ DELOITTE & TOUCHE LLP

Minneapolis, Minnesota

April 13, 2006

FAIR ISAAC CORPORATION

**Power of Attorney
of Director and/or Officer**

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned director and/or officer of FAIR ISAAC CORPORATION, a Delaware corporation (“Company”), does hereby make, constitute and appoint CHARLES M. OSBORNE and ANDREA M. FIKE, and each or any one of them, the undersigned’s attorney-in-fact, with full power of substitution, for the undersigned in any and all capacities to sign and affix the undersigned’s name as such director and/or officer of said Company to a Registration Statement or Registration Statements, on Form S-8 or other applicable form, and all amendments, including post-effective amendments, thereto regarding the Company’s 1992 Long-term Incentive Plan (As Amended Effective May 15, 2005) to be filed by said Company with the Securities and Exchange Commission, Washington, D.C., in connection with the registration under the Securities Act of 1933, as amended, of shares of stock of said Company and to file the same, with all exhibits thereto and other supporting documents, with said Commission, granting unto the attorney-in-fact, full power and authority to do and perform any and all acts necessary or incidental to the performance and execution of the powers herein expressly granted.

IN WITNESS WHEREOF, the undersigned has hereunto set the undersigned’s hand this 12th day of April, 2006.

/s/ Thomas G. Grudnowski
Thomas G. Grudnowski

/s/ Tony J. Christianson
Tony J. Christianson

/s/ Charles M. Osborne
Charles M. Osborne

/s/ Alex W. Hart
Alex W. Hart

/s/ Michael J. Pung
Michael J. Pung

/s/ Guy R. Henshaw
Guy R. Henshaw

/s/ A. George Battle
A. George Battle

/s/ William J. Lansing
William J. Lansing

/s/ Andrew Cecere
Andrew Cecere

/s/ Margaret L. Taylor
Margaret L. Taylor