
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 28, 2004

FAIR ISAAC CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

0-16439

(Commission
File Number)

94-1499887

(IRS Employer
Identification No.)

**901 Marquette Avenue, Suite 3200
Minneapolis, Minnesota**

(Address of principal executive offices)

55402-3232

(Zip Code)

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

**200 Smith Ranch Road
San Rafael, California 94903**

(Former name or former address, if changed since last report)

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Item 2. Acquisition or Disposition of Assets.

On May 28, 2004, Fair Isaac Corporation, a Delaware corporation (the “Company”), announced that its offer to acquire the entire issued and to be issued ordinary share capital (the “London Bridge Shares”) of London Bridge Software Holdings plc, a corporation organized under the laws of England and Wales (“London Bridge”), was declared unconditional. On April 26, 2004, the boards of directors of the Company and London Bridge announced that they had reached agreement on the terms of a recommended cash offer (the “Offer”), to be made by Hawkpoint Partners Limited on behalf of Fair Isaac UK Group Limited, a wholly owned subsidiary of the Company incorporated under the laws of England and Wales, for the London Bridge Shares. The Offer was £0.95 in cash for each London Bridge Share (the “Offer Consideration”), for a total cash consideration of approximately £166.2 million. The Offer Consideration will be paid from the Company’s existing cash resources.

The Offer was subject to certain conditions, including the receipt of acceptances with respect to not less than 90% of the London Bridge Shares (or such lower percentage as the Company might decide). As of May 28, 2004, the Company had acquired, or acceptances had been received with respect to, 159,578,745 London Bridge Shares, comprising approximately 93.4% of the outstanding London Bridge Shares. The Company formally declared on May 28, 2004 that each other condition to the consummation of the Offer had been satisfied, and thereby became obligated pursuant to the terms of the Offer to acquire the London Bridge Shares with respect to which acceptances had been received. The Company intends to initiate proceedings in the United Kingdom pursuant to which it will acquire the remaining London Bridge Shares in exchange for payment of the Offer Consideration.

A copy of the Company’s May 28, 2004 press release has been filed as an exhibit to this report and is incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

The financial statements required by this Item will be filed as soon as practicable, and in any event not later than 60 days after the date on which this Current Report on Form 8-K is required to be filed.

(b) Pro Forma Financial Information.

The pro forma financial information required by this Item will be filed as soon as practicable, and in any event not later than 60 days after the date on which this Current Report on Form 8-K is required to be filed.

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(c) Exhibits

Exhibit Number	Description
99	Press Release dated May 28, 2004

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FAIR ISAAC CORPORATION

By /s/ Charles M. Osborne

Charles M. Osborne

Vice President and Chief Financial Officer

Date: June 10, 2004

EXHIBIT INDEX

Exhibit Number	Description	Method of Filing
99	Press Release dated May 28, 2004	Filed Electronically

Fair Isaac Completes Acquisition of London Bridge

Acquisition adds critical credit and debt management capabilities to company's roster of leading customer lifecycle solutions

May 28, 2004 (Minneapolis, Minnesota, USA) — Fair Isaac Corporation (NYSE:FIC), the leading provider of analytics and decision technology, today announced the closing of its acquisition of London Bridge Software Holdings plc.

The addition of London Bridge's talent and technologies extends Fair Isaac's ability to deliver analytics-driven decision strategies across the entire credit customer lifecycle. Fair Isaac is an established leader in analytic technologies that drive smart, profitable decisions in account originations, account management and fraud control. London Bridge provides Fair Isaac with an additional platform for delivering analytics-powered decisions at the collections and recovery stage.

"The addition of London Bridge creates new opportunities for both companies' customers to achieve growth, efficiency and a distinct advantage in a complex and competitive marketplace," said Tom Grudnowski, CEO of Fair Isaac. "Through London Bridge's proven and globally installed collections and recovery platform, we will be able to make an even bigger impact in the industries we serve and improve decisions that are critical to our customers' business success by delivering the power of our analytics at another critical point in the customer lifecycle."

In addition to providing opportunities to leverage London Bridge's complementary presence in the credit industry, the acquisition enhances Fair Isaac's presence and growth opportunities internationally.

Fair Isaac representatives will discuss the business and financial implications of the acquisition during a conference call on Wednesday, June 2, 2004 at 5:00 p.m. Eastern Time (U.S.). The dial-in number for U.S. and Canada participants is (800) 603-9523. The dial-in number for international participants is (706) 679-7702. The conference ID code for all participants is 7787384.

A recording of the conference call will be available through June 9, 2004 at (800) 642-1687 (U.S. and Canada) or (706) 645-9291 (international). The recording may be accessed using conference ID code 7787384.

About Fair Isaac

Fair Isaac Corporation (NYSE:FIC) is the preeminent provider of creative analytics that unlock value for people, businesses and industries. The company's predictive modeling, decision analysis, intelligence management, decision management systems and consulting services

power billions of mission-critical customer decisions a year. Founded in 1956, Fair Isaac helps thousands of companies in over 60 countries acquire customers more efficiently, increase customer value, reduce fraud and credit losses, lower operating expenses and enter new markets more profitably. Most leading banks and credit card issuers rely on Fair Isaac solutions, as do insurers, retailers, telecommunications providers, healthcare organizations and government agencies. Through the www.myFICO.com Web site, consumers use the company's FICO® scores, the standard measure of credit risk, to manage their financial health.

About London Bridge Group

London Bridge Group has over 1,600 clients worldwide and provides a comprehensive portfolio of software and e-Commerce solutions including Customer and Enterprise Management Software, Banking Software, Credit Management Software and enterprise-wide Mortgage Lending software.

London Bridge Group has offices in Atlanta, Orlando, New York, London, Wellesbourne, Germany, S. Africa, Australia and Singapore. London Bridge Software Holdings plc is listed on the London Stock Exchange (LNB).

Forward-Looking Statements

Except for historical information contained herein, the statements contained in this press release that relate to Fair Isaac or its business or London Bridge or its business are forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially, including the company's ability to recruit and retain key technical and managerial personnel, integration and related risks associated with acquisition activity, the maintenance of its existing relationships and ability to create new relationships with customers and key alliance partners, its ability to continue to develop new and enhanced products and services, competition, regulatory changes applicable to the use of consumer credit and other data, the possibility that the anticipated benefits of acquisitions, including expected synergies, will not be realized and other risks described from time to time in Fair Isaac's SEC reports, including its Annual Report on Form 10 K for the year ended September 30, 2003 and its Form 10-K for the quarter ended March 31, 2004. If any of these risks or uncertainties materializes, Fair Isaac's results could differ materially from Fair Isaac's expectations in these statements. Fair Isaac disclaims any intent or obligation to update these forward-looking statements.

The Offer will not be made, directly or indirectly, in or into the United States or by use of the mails of, or by any means or instrumentality (including, without limitation, facsimile or other electronic transmission, telex or telephone) of inter-state or foreign commerce of, or any facility of, a national, state or other securities exchange of, the United States, nor will it be made directly or indirectly in or into Canada, Australia or Japan and the Offer cannot be accepted by any such use, means, instrumentality or facility or from within the United States, Canada, Australia or Japan or any other such jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction. Accordingly, copies of this press announcement, the Offer

Document and the Form of Acceptance are not being, will not be and must not be mailed or otherwise forwarded, distributed or sent in, into or from the United States, Canada, Australia or Japan or any other such jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction and persons receiving this press announcement, the Offer Document and Form of Acceptance (including without limitation custodians, nominees and trustees) must not mail, forward, distribute or send them in, into or from the United States, Canada, Australia or Japan or any other such jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction.