

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 1
TO
FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

FAIR, ISAAC AND COMPANY, INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware 94-1499887

(State of incorporation (I.R.S. Employer
or organization) Identification No.)

200 Smith Ranch Road, San Rafael, California 94903

(Address of principal executive offices) (Zip Code)

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act of 1933 registration statement file number to which this form relates: N/A

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

Title of each class to be so registered	Name of each exchange on which each class is to be registered
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Series A Participating Preferred Stock Purchase Rights	The New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Exchange Act: None

Item 1. Description of Registrant's Securities to be Registered.

This Amendment No. 1 to Form 8-A is being filed in order to modify the original cover page of the Company's Registration Statement on Form 8-A filed on August 10, 2001. The Description of Registrant's Securities set forth in the original Registration Statement is hereby incorporated in its entirety by this reference.

Item 2. Exhibits.

4.1 Rights Agreement dated as of August 9, 2001 between Fair, Isaac and Company, Incorporated and Mellon Investor Services LLC. (Filed as Exhibit 4.1 to the Company's Registration Statement on Form 8-A on August 10, 2001 and incorporated herein by this reference.)

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: August 22, 2001

FAIR, ISAAC AND COMPANY, INCORPORATED

By: /s/ Henk J. Evenhuis

Name: Henk J. Evenhuis
Title: Vice President, Chief Financial
Officer and Secretary

EXHIBIT INDEX

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