

As filed with the Securities and Exchange Commission on July 28, 1999.

Registration No. 333 -

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-8

REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

FAIR, ISAAC AND COMPANY, INCORPORATED
(Exact name of registrant as specified in its charter)

Delaware

94-1499887

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

120 North Redwood Drive
San Rafael, California

94903

(Address of Principal
Executive Offices)

(Zip Code)

FAIR, ISAAC AND COMPANY, INCORPORATED
1992 LONG-TERM INCENTIVE PLAN

(Full title of the plan)

PETER L. MCCORKELL, ESQ.
Senior Vice President, Secretary
and General Counsel
FAIR, ISAAC AND COMPANY,
INCORPORATED
120 North Redwood Drive
San Rafael, CA 94903
(415) 472-2211
(Name, address and telephone
number, including area code,
of agent for service)

Copy to:

BLAIR W. WHITE, ESQ.
Pillsbury Madison & Sutro LLP
Post Office Box 7880
San Francisco, CA 94120-7880
(415) 983-1000

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	558,878 shares	\$36.09	\$20,172,002.81	\$5,607.82

(1) Estimated pursuant to Rule 457 solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices as reported on the New York Stock Exchange on July 26, 1999.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

PART II - INFORMATION REQUIRED PURSUANT TO

GENERAL INSTRUCTION E TO FORM S-8

GENERAL INSTRUCTION E INFORMATION

This Registration Statement is being filed for the purpose of increasing the number of shares of the Registrant's Common Stock for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

The Registrant's Registration Statements on Form S-8 filed with the Securities and Exchange Commission on May 27, 1993 (No. 33-63426), April 1, 1996 (No. 333-02121) and October 1, 1998 (No. 333-65179) are hereby incorporated by reference.

INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by Registrant with the Securities and Exchange Commission are incorporated by reference in this Registration Statement:

(1) The Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 1998.

(2) The information with regard to the Registrant's common stock contained in the Registrant's Registration Statement on Form 8-A (Commission File No. 0-16439) filed with the Commission pursuant to Section 12 of the Securities and Exchange Act of 1934, including any subsequent amendment or report filed for the purpose of updating such information.

(3) The Company's Quarterly Report on Form 10-Q for the fiscal quarters ended December 31, 1998 (as amended) and March 31, 1999 filed pursuant to Section 13 of the Exchange Act.

(4) The Company's Current Report on Form 8-K filed with the Commission on March 9, 1999 and April 13, 1999.

(5) All other reports filed by the Registrant since September 30, 1997 with the Commission pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934.

In addition, all documents subsequently filed by Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Item 8. Exhibits.

Exhibit Number	Exhibit
5.1	Opinion of Pillsbury Madison & Sutro LLP as to the legality of the securities being registered.
23.1	Consent of Pillsbury Madison & Sutro LLP (included in Exhibit 5.1).
23.2	Consent of KPMG LLP.
24.1	Power of Attorney (see page 3).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the 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 San Rafael, State of California, on July 27, 1999.

FAIR, ISAAC AND COMPANY, INCORPORATED

By /s/PETER L. MCCORKELL

Peter L. McCorkell
Senior Vice President, Secretary
and General Counsel

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints PETER L. MCCORKELL his true and lawful attorney-in-fact, with full power of substitution, for him, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated:

Signature -----	Title -----	Date ----
/s/LARRY E. ROSENBERGER ----- Larry E. Rosenberger	President, Chief Executive Officer (Principal Executive Officer) and Director	July 27, 1999
/s/LENNOX L. VERNON ----- Lennox L. Vernon	Acting Chief Financial Officer and Controller (Principal Financial Officer and Principal Accounting Officer)	July 27, 1999
/s/A. GEORGE BATTLE ----- A. George Battle	Director	July 27, 1999
/s/H. ROBERT HELLER ----- H. Robert Heller	Director	July 27, 1999
/s/GUY R. HENSHAW ----- Guy R. Henshaw	Director	July 27, 1999
/s/DAVID S.P. HOPKINS ----- David S.P. Hopkins	Director	July 27, 1999
/s/ROBERT M. OLIVER ----- Robert M. Oliver	Director	July 27, 1999
/s/ROBERT D. SANDERSON ----- Robert D. Sanderson	Director	July 27, 1999

/s/JOHN D. WOLDRICH

Director

July 27, 1999

John D. Woldrich

INDEX TO EXHIBITS

Exhibit
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- 24.1 Power of Attorney (see page 3).

July 28, 1999

Fair, Isaac and Company, Incorporated
120 North Redwood Drive
San Rafael, CA 94903

Re: Registration Statement on Form S-8 for the Fair, Isaac and Company,
Incorporated 1992 Long-Term Incentive Plan

Ladies and Gentlemen:

With reference to the Registration Statement on Form S-8 to be filed by Fair, Isaac and Company, Incorporated, a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933 relating to 558,878 additional shares of the Company's Common Stock issuable pursuant to the 1992 Long-Term Incentive Plan (the "Plan"), it is our opinion that such shares of the Common Stock of the Company, when issued and sold in accordance with the Plan, will be legally issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as Exhibit 5.1 and Exhibit 23.1 to the Registration Statement.

Very truly yours,

/s/ PILLSBURY MADISON & SUTRO LLP

[E-9372]

Consent of Independent Auditors

The Board of Directors
Fair, Isaac and Company, Incorporated:

We consent to incorporation by reference in this registration statement on Form S-8 of Fair, Isaac and Company, Incorporated and subsidiaries of our reports dated October 29, 1998, relating to the consolidated balance sheets of Fair, Isaac and Company, Incorporated and subsidiaries as of September 30, 1998 and 1997, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the years in the three-year period ended September 30, 1998, and the related schedule, which reports appear or are incorporated by reference in the September 30, 1998, annual report on Form 10-K of Fair, Isaac and Company, Incorporated, and subsidiaries.

/s/ KPMG LLP

San Francisco, California
July 26, 1999