

Edgar Filing: FAIR ISAAC CORP - Form SC 13D/A

FAIR ISAAC CORP  
Form SC 13D/A  
December 11, 2007

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

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SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

Under the Securities Exchange Act of 1934  
(Amendment No.2) \*

Fair Isaac Corporation

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

303250104

-----  
(CUSIP Number)

Sandell Asset Management Corp.  
40 West 57th Street  
26th Floor  
New York, NY 10019  
Attention: Richard Gashler, General Counsel  
212-603-5700

With a Copy to:  
Marc Weingarten, Esq.  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, NY 10019  
212-756-2000

-----  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and  
Communications)

December 7, 2007

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [ ].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties

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to whom copies are to be sent.

(Continued on following pages)  
(Page 1 of 12 Pages)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAME OF REPORTING PERSON	
	Castlerigg Master Investments Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	British Virgin Islands	
NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED		2,155,500
BY EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		2,155,500
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	

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2,155,500

12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 4.3%
14	TYPE OF REPORTING PERSON CO

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1	NAME OF REPORTING PERSON Sandell Asset Management Corp.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS AF
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands
NUMBER OF	7                      SOLE VOTING POWER
SHARES	0
BENEFICIALLY	8                      SHARED VOTING POWER
OWNED	2,874,000
BY EACH	9                      SOLE DISPOSITIVE POWER
REPORTING	0
PERSON	10                     SHARED DISPOSITIVE POWER
WITH	2,874,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,874,000

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 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
 SHARES

-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
 5.7%

-----  
 14 TYPE OF REPORTING PERSON  
 CO

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 CUSIP No. 303250104

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-----  
 1 NAME OF REPORTING PERSON  
 Castlerigg International Limited

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

-----  
 3 SEC USE ONLY

-----  
 4 SOURCE OF FUNDS  
 AF

-----  
 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 TO ITEMS 2(d) or 2(e)

-----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 British Virgin Islands

-----  
 NUMBER OF 7 SOLE VOTING POWER  
 SHARES 0

-----  
 BENEFICIALLY 8 SHARED VOTING POWER  
 OWNED 2,155,500

-----  
 BY EACH 9 SOLE DISPOSITIVE POWER  
 REPORTING 0

-----  
 PERSON 10 SHARED DISPOSITIVE POWER  
 WITH 2,155,500

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 2,155,500

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
4.3%

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14 TYPE OF REPORTING PERSON  
CO

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1 NAME OF REPORTING PERSON  
Castlerigg International Holdings Limited

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS  
AF

---

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
British Virgin Islands

---

NUMBER OF 7 SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY 8 SHARED VOTING POWER  
OWNED 2,155,500

---

BY EACH 9 SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON 10 SHARED DISPOSITIVE POWER  
WITH 2,155,500

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,155,500

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

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SHARES

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
	4.3%
14	TYPE OF REPORTING PERSON
	CO

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1	NAME OF REPORTING PERSON	
	Castlerigg Global Select Fund, Limited	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Cayman Islands	
NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED		718,500
BY EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		718,500
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	718,500	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	

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 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
 1.4%  
 -----  
 14 TYPE OF REPORTING PERSON  
 CO  
 -----

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 1 NAME OF REPORTING PERSON  
 CGS, Ltd.  
 -----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)   
 -----  
 3 SEC USE ONLY  
 -----  
 4 SOURCE OF FUNDS  
 WC  
 -----  
 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 TO ITEMS 2(d) or 2(e)   
 -----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Cayman Islands  
 -----  
 NUMBER OF 7 SOLE VOTING POWER  
 SHARES 0  
 -----  
 BENEFICIALLY 8 SHARED VOTING POWER  
 OWNED 718,500  
 -----  
 BY EACH 9 SOLE DISPOSITIVE POWER  
 REPORTING 0  
 -----  
 PERSON 10 SHARED DISPOSITIVE POWER  
 718,500  
 WITH  
 -----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 718,500  
 -----  
 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
 SHARES   
 -----

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

1.4%

14 TYPE OF REPORTING PERSON

CO

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1 NAME OF REPORTING PERSON

Castlerigg GS Holdings, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED 718,500

BY EACH 9 SOLE DISPOSITIVE POWER

REPORTING 0

PERSON 10 SHARED DISPOSITIVE POWER  
718,500

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

718,500

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11



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1.4%

-----  
 14 TYPE OF REPORTING PERSON  
 CO  
 -----

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-----  
 1 NAME OF REPORTING PERSON  
 Thomas E. Sandell  
 -----

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)   
 -----

-----  
 3 SEC USE ONLY  
 -----

-----  
 4 SOURCE OF FUNDS  
 AF  
 -----

-----  
 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 TO ITEMS 2(d) or 2(e)   
 -----

-----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Sweden  
 -----

-----  
 NUMBER OF 7 SOLE VOTING POWER  
 SHARES 0  
 -----

BENEFICIALLY 8 SHARED VOTING POWER  
 OWNED 2,874,000  
 -----

BY EACH 9 SOLE DISPOSITIVE POWER  
 REPORTING 0  
 -----

PERSON 10 SHARED DISPOSITIVE POWER  
 WITH 2,874,000  
 -----

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 2,874,000  
 -----

-----  
 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
 SHARES   
 -----

-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
 5.7%  
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-----  
14 TYPE OF REPORTING PERSON  
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IN  
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ITEM 1. SECURITY AND ISSUER

This Amendment No.2 is filed with respect to the shares of the common stock, par value \$0.01 per share (the "Common Stock"), of Fair Isaac Corporation, a Delaware corporation (the "Issuer"), beneficially owned by the Reporting Persons (as defined below) as of December 10, 2007 and amends and supplements the Schedule 13D, as heretofore amended (the "Schedule 13D"). Except as set forth herein, the Schedule 13D is unmodified.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended by the addition of the following:

On December 7, 2007, the Reporting Persons and the Issuer entered into an agreement (the "December 7 Agreement") pursuant to which, subject to certain conditions: (i) the Issuer will increase the size of its board by two members and nominate Nick Graziano and Allan Loren for election to the Issuer's board at the Issuer's 2008 Annual Meeting of Shareholders; (ii) the Reporting Persons (including, as used in this paragraph, their controlled affiliates) will limit their future acquisition of Shares; (iii) the Reporting Persons will not participate in any proxy contest in opposition to proposals or matters proposed, recommended or otherwise supported by the Issuer's board of directors, with limited exceptions relating to certain publicly-announced transactions involving the Issuer ("Material Transactions"); (iv) the Reporting Persons will not seek to effect a merger or similar transaction involving the Issuer, with limited exception involving Material Transactions; (v) the Reporting Persons will not form a "group" with unrelated parties and (vi) the Reporting Persons will not publicly disparage any member of the Issuer's board or management. The restrictions referred to in clauses (ii) through (vi) will be in effect until the expiration of the "standstill" period, defined as the period from execution until the earlier of (a) a date that is eighty (80) days prior to the date of the Issuer's 2009 Annual Meeting of Stockholders (absent certain actions being taken by the Issuer's board in the interim, as described therein) and (b) a material breach by the Issuer of its obligations under the agreement. The foregoing description of the December 7 Agreement is a summary only and is qualified in its entirety by reference to the December 7 Agreement, which is attached hereto as Exhibit C.

A copy of the related press release issued on December 10, 2007, announcing the expansion of the Issuer's board and the nomination of Mssgrs. Graziano and Loren as directors, is attached hereto as Exhibit D and is incorporated herein by reference.

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ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH  
RESPECT TO SECURITIES OF THE ISSUER

As discussed in Item 4 herein, the Reporting Persons and the Issuer entered into the December 7 Agreement, involving the nomination of two individuals selected by the Reporting Persons to the Issuer's board of directors and providing for certain standstill undertakings by the Reporting Persons.

The Reporting Persons may from time to time enter into stock loan agreements with one or more counterparties in the ordinary course of business pursuant to which the Reporting Persons may lend their shares of Common Stock subject to recall at their discretion.

Except as otherwise set forth herein, the Reporting Persons do not have any contract, arrangement, understanding or relationship with any person with respect to the securities of the Issuer.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

The following documents are filed as appendices and exhibits:

Appendix III: Information Regarding the Instruction C Persons

Exhibit A: Letter to Issuer's Chief Executive Officer dated June 29, 2007  
(previously filed)

Exhibit B: Press release issued by Sandell Asset Management Corp. on  
June 29, 2007 (previously filed)

Exhibit C: Agreement by and among the Reporting Persons and the Issuer, dated  
as of December 7, 2007

Exhibit D: Press Release dated December 10, 2007.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I

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certify that the information set forth in this statement is true, complete and correct.

Dated: December 10, 2007

CASTLERIGG MASTER INVESTMENTS LTD.

By: Sandell Asset Management Corp.,  
as investment manager

By: /s/ Thomas E. Sandell  
-----

Thomas E. Sandell, Chief Executive Officer

SANDELL ASSET MANAGEMENT CORP.

By: Sandell Asset Management Corp.,  
as investment manager

By: /s/ Thomas E. Sandell  
-----

Thomas E. Sandell, Chief Executive Officer

CASTLERIGG INTERNATIONAL LIMITED

By: Sandell Asset Management Corp.,  
as investment manager

By: /s/ Thomas E. Sandell  
-----

Thomas E. Sandell, Chief Executive Officer

CASTLERIGG INTERNATIONAL HOLDINGS LIMITED

By: Sandell Asset Management Corp.,  
as investment manager

By: /s/ Thomas E. Sandell  
-----

Thomas E. Sandell, Chief Executive Officer

CASTLERIGG GLOBAL SELECT FUND LIMITED

By: Sandell Asset Management Corp.,  
as investment manager

By: /s/ Thomas E. Sandell  
-----

Thomas E. Sandell, Chief Executive Officer

CGS, LTD.

By: Sandell Asset Management Corp.,  
as investment manager

By: /s/ Thomas E. Sandell  
-----

Thomas E. Sandell, Chief Executive Officer

CASTLERIGG GS HOLDINGS, LTD.

By: Sandell Asset Management Corp.,  
as investment manager

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By: /s/ Thomas E. Sandell  
 -----  
 Thomas E. Sandell, Chief Executive Officer

/s/ Thomas E. Sandell  
 -----  
 Thomas E. Sandell

Appendix III  
 Information Regarding the Instruction C Persons

Castlerigg Master Investments, SAMC, Castlerigg International, Castlerigg Holdings, CGS, CGSH and Castlerigg Global Select have no executive officers or directors other than as follows:

Sandell serves as on executive officer of SAMC.

Sandell Director Services LLC serves as a director of SAMC, Castlerigg Master Investments, Castlerigg International, Castlerigg Holdings, CGS, CGSH and Castlerigg Global Select.

Daniel Mignon serves as a director of Castlerigg Master Investments, Castlerigg International, Castlerigg Holdings, CGS, CGSH and Castlerigg Global Select.

InterCaribbean Services Ltd. serves as a director of Castlerigg Master Investments, Castlerigg International and Castlerigg Holdings.

Timothy O'Brien and Richard Gashler serve as executive officers of SAMC.

Hilmi Unver serves as a director of CGS, CGSH and Castlerigg Global Select.

To the best of the Reporting Persons' knowledge, none of the Instruction C Persons during the last five years has been convicted in a criminal proceeding (excluding traffic violations or other similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. To the best of the Reporting Persons' knowledge, except as set forth in this statement on Schedule 13D, none of the Instruction C Persons owns any shares of Common Stock.

Name	Principal Occupation	Address	Citizenship / Place of Organization
Sandell	See Item 2	See Item 2	See Item 2
Sandell Director Services LLC	Director Services	c/o Sandell Asset Management Corp., 40 West 57th Street, 26th floor New York, NY 10019	Delaware
Mignon	Executive of an	Le Prince de Galles	Belgium

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	investment manager	10 Avenue de Grande- Bretagne MC-98000 Monte-Carlo MONACO	
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InterCaribbean Services Ltd.	Fund Administrator	c/o Citco BVI Limited Citco Building Wickhams Cay PO Box 662 Road Town, Tortola British Virgin Islands	Curacao, Netherlands Antilles
-----	-----	-----	-----
O'Brien	Chief Financial Officer of SAMC	40 West 57th Street, 26th Floor New York, New York 10019	United States
-----	-----	-----	-----
Gashler	General Counsel of SAMC	40 West 57th Street, 26th Floor New York, New York 10019	United States
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Unver	Portfolio Manager	98 rue de Saint-Jean case postale 5240 CH-1211 Geneve 11 Switzerland	Switzerland