

FAIR ISAAC CORP
Form 8-K
November 17, 2009

**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): November 11, 2009**

FAIR ISAAC CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

1-11689

94-1499887

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

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

55402-3232

(Address of principal executive offices)

(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Fair Isaac Corporation's Executive Vice President and Chief Operating Officer, Michael Campbell, announced on November 11, 2009 that he is resigning from the Company for personal reasons. Mr. Campbell has stepped down from his officer position effective immediately, but will remain an employee of the Company through December 31, 2009. Mr. Campbell has entered into a transition agreement with the Company in connection with his separation, and is also party to a prior letter agreement with the Company covering certain terms of his employment. Pursuant to the transition agreement, which is filed as Exhibit 10.1 hereto and incorporated herein by reference, Mr. Campbell will receive the payments called for by his letter agreement in connection with his separation from the Company.

See the Company's press release dated November 17, 2009, which is filed as Exhibit 99.1 hereto and incorporated by reference into this Item 5.02.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibits | Description |
|----------|---|
| 10.1 | Transition Agreement, dated November 16, 2009, between the Company and Michael Campbell |
| 99.1 | Press Release dated November 17, 2009 |

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/ Mark R. Scadina
Mark R. Scadina Executive Vice
President, General Counsel and
Secretary

Date: November 17, 2009

EXHIBIT INDEX

| Exhibit No. | Description | Manner of Filing |
|-------------|---|----------------------|
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| 99.1 | Press Release dated November 17, 2009 | Filed Electronically |