

FAIR ISAAC CORP  
Form 8-K  
February 25, 2005

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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) February 25, 2005

**FAIR ISAAC CORPORATION**

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(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

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 8.01 Other Events

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EXHIBIT INDEX

Consent of Independent Registered Public Accounting Firm

Audited Financial Statements

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**Item 8.01 Other Events.**

As disclosed in our Quarterly Report on Form 10-Q for the three months ended December 31, 2004, we have adopted the Emerging Issues Task Force ( EITF ) consensus for Issue No. 04-8, The Effect of Contingently Convertible Instruments on Diluted Earnings per Share. This consensus requires us to consider all instruments with contingent conversion features that are based on the market price of our stock in our diluted earnings per share calculations regardless of whether the market price conversion triggers are then met. The consensus also requires prior-period earnings per share calculations to be restated to conform to this guidance for comparative purposes. Attached as Exhibit 99 to this Form 8-K and incorporated by reference herein are our consolidated financial statements as of September 30, 2004 and 2003, and for each of the years in the three-year period ended September 30, 2004, reflecting the adoption of EITF Issue 04-08. As a result, we have retroactively adjusted our diluted earnings per share calculations to include approximately 9,101,000 shares of our common stock which is issuable upon conversion of our 1.5% senior convertible notes for all periods after August 2003.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                       |
|---------------------------|--|
| 23                        | Consent of Independent Registered Public Accounting Firm |
| 99                        | Audited Financial Statements, as amended                 |

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**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: February 25, 2005

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**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                       | <b>Method of Filing</b> |
|---------------------------|--|-------------------------|
| 23                        | Consent of Independent Registered Public Accounting Firm | Filed Electronically    |
| 99                        | Audited Financial Statements, as amended                 | Filed Electronically    |