

FAIR ISAAC CORP  
Form 8-K/A  
November 13, 2006

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

FORM 8-K/A  
(Amendment No. 1)

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 1, 2006

Fair Isaac Corporation

(Exact name of registrant as specified in its charter)

Delaware

0-16439

94-1499887

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. 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

Not Applicable

Former name or former address, if changed since last report

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:

- 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))

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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.**

(c) This Amendment No. 1 to the Current Report on Form 8-K originally filed on November 1, 2006 is filed to amend this Item 5.02(c) to report the grant of 20,000 shares of restricted stock to Charles M. Osborne in connection with his appointment as interim chief executive officer of Fair Isaac Corporation (the "Company"). The restricted stock award was approved by the Compensation Committee of the Board of Directors on November 8, 2006 which was the date of grant. The award was granted under the Company's 1992 Long-term Incentive Plan, as amended, and vests in its entirety on the first anniversary of the date of grant.

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**SIGNATURES**

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.

*November 13, 2006*

Fair Isaac Corporation

By: *Andrea M. Fike*

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*Name: Andrea M. Fike*

*Title: Vice President and General Counsel*