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FAIR ISAAC CORP
Form SC 13D/A
July 29, 2009

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

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.4) *

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)

July 24, 2009

(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 9 Pages)

* 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).

CUSIP No. 303250104

SCHEDULE 13D

Page 2 of 9 Pages

1 NAME OF REPORTING PERSON

Castlerigg Master Investments 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

British Virgin 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
2,874,000

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,874,000

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 |
| | 5.9% |
| 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 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 |
| 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 | |

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5.9%

 14 TYPE OF REPORTING PERSON
 CO

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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 2,874,000

BY EACH 9 SOLE DISPOSITIVE POWER

REPORTING 0

PERSON 10 SHARED DISPOSITIVE POWER
 2,874,000

WITH

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

5.9%

14 TYPE OF REPORTING PERSON

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CO

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| | | |
|--------------|--------------------------------------------------------------------------------------------------------------|--------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | Castlerigg International Holdings Limited | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input 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 | |
| | British Virgin 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 |
| 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 | |
| | | 5.9% |
| 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) <input 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 | |
| | 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 <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 | |
| | 5.9% | |
| 14 | TYPE OF REPORTING PERSON | |
| | IN | |

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The Schedule 13D filed on June 29, 2007, as amended by Amendment No. 1 filed on October 15, 2007, Amendment No. 2 filed on December 11, 2007, and Amendment No. 3 filed on December 8, 2008 (the "Schedule 13D") by the Reporting Persons (as defined below), relating to the common stock, par value \$0.01 per share (the "Common Stock"), of Fair Isaac Corporation, a Delaware corporation (the "Issuer"), is hereby amended as set forth below by this Amendment No. 4 to 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 and supplemented by the addition of the following paragraphs prior to the penultimate paragraph of such Item 4:

As of July 24, 2009, Mr. Graziano ceased to be employed by SAMC and as a result is no longer affiliated with the Reporting Persons. While Mr. Graziano will remain as a member of the Issuer's board of directors, he will no longer serve in such capacity as a representative of SAMC or the other Reporting Persons. The Issuer and the Reporting Persons have amended the Amended and Restated December 7 Agreement to remove from such Agreement the Reporting Persons' right, under certain circumstances, to replace three directors named to the Issuer's board pursuant to such Agreement, and to make certain related changes.

The foregoing description of the Amendment No. 1 to the Amended and Restated December 7 Agreement is a summary only and is qualified in its entirety by reference to such Amendment No. 1, a copy of which is filed herewith as Exhibit F and is incorporated by reference into this Item 4.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Paragraphs (a) and (c) of Item 5 of the Schedule 13D are hereby amended and restated as follows:

(a) Each of Castlerigg Master Investments, SAMC, Castlerigg International, Castlerigg Holdings and Sandell may be deemed to beneficially own the 2,874,000 shares of Common Stock held by Castlerigg Master Investments, representing approximately 5.9% of the outstanding shares of Common Stock. The Reporting Persons may be deemed to be a "group," which "group" may be deemed to beneficially own an aggregate of 2,874,000 shares of Common Stock, representing approximately 5.9% of the outstanding shares of Common Stock. The percentages used herein are based upon the 48,852,923 shares of Common Stock reported to be outstanding as of April 30, 2009 by the Issuer in its report on Form 10-Q for the quarterly period ended March 31, 2009, filed with the Securities and Exchange Commission on May 7, 2009.

(c) No transactions in the shares of Common Stock were effected by the Reporting Persons during the past sixty days.

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

Item 6 of the Schedule 13D is hereby amended and supplemented by the addition of the following paragraph:

As described in Item 4 above, the Issuer and the Reporting Persons have

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entered into an Amendment No. 1 to the Amended and Restated December 7 Agreement to remove from such Agreement the Reporting Persons' right, under certain circumstances, to replace three directors named to the Issuer's board pursuant to such Agreement, and to make certain related changes. The foregoing description of Amendment No. 1 to the Amended and Restated December 7 Agreement is a summary only and is qualified in its entirety by reference to such Amendment No. 1, a copy of which is filed herewith as Exhibit F and is incorporated by reference into this Item 6.

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 (previously filed)

Exhibit D: Press Release dated December 10, 2007 (previously filed).

Exhibit E: Amended and Restated Agreement by and among the Reporting Persons and the Issuer, dated as of December 4, 2008 (previously filed).

Exhibit F: Amendment No. 1 to the Amended and Restated Agreement, by and among the Reporting Persons and the Issuer, dated as of July 29, 2009.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 29, 2009

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: /s/ Thomas E. Sandell

Thomas E. Sandell, Chief Executive Officer

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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

/s/ Thomas E. Sandell

Thomas E. Sandell