

FAIR ISAAC CORP  
Form 10-Q  
August 05, 2008

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended June 30, 2008**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
[NO FEE REQUIRED]**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 0-16439**

**Fair Isaac Corporation**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of incorporation or organization)*

**94-1499887**

*(I.R.S. 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**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No   
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of common stock outstanding on July 31, 2008 was 48,455,865 (excluding 40,400,918 shares held by the Company as treasury stock).

**TABLE OF CONTENTS**

**PART I FINANCIAL INFORMATION**

<u>Item 1. Financial Statements</u>	1
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	15
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	32
<u>Item 4. Controls and Procedures</u>	33

**PART II OTHER INFORMATION**

<u>Item 1. Legal Proceedings</u>	33
<u>Item 1A. Risk Factors</u>	33
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	42
<u>Item 3. Defaults Upon Senior Securities</u>	42
<u>Item 4. Submission of Matters to a Vote of Security Holders</u>	42
<u>Item 5. Other Information</u>	42
<u>Item 6. Exhibits</u>	43
<u>Signatures</u>	44
<u>Rule 13a-14(a)/15d-14(a) Certifications of CEO</u>	
<u>Rule 13a-14(a)/15d-14(a) Certifications of CFO</u>	
<u>Section 1350 Certification of CEO</u>	
<u>Section 1350 Certification of CFO</u>	

**Table of Contents****PART I FINANCIAL INFORMATION****Item 1. Financial Statements**

**FAIR ISAAC CORPORATION**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In thousands, except par value data)  
(Unaudited)

	<b>June 30, 2008</b>	<b>September 30, 2007</b>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 102,876	\$ 95,284
Marketable securities available for sale, current portion	52,895	125,327
Accounts receivable, net	152,564	169,293
Prepaid expenses and other current assets	21,930	23,008
Current assets of discontinued operations		9,839
Total current assets	330,265	422,751
Marketable securities available for sale, less current portion	76,512	13,776
Other investments	12,374	12,374
Property and equipment, net	48,360	51,007
Goodwill	702,074	685,452
Intangible assets, net	57,197	54,733
Deferred income taxes	16,071	14,828
Other assets	5,379	4,040
Long-term assets of discontinued operations		16,810
	\$ 1,248,232	\$ 1,275,771
<b>Liabilities and Stockholders Equity</b>		
Current liabilities:		
Accounts payable	\$ 10,248	\$ 15,204
Senior convertible notes	267,259	390,963
Accrued compensation and employee benefits	31,368	43,418
Other accrued liabilities	25,845	30,119
Deferred revenue	39,524	42,010
Current liabilities of discontinued operations		4,210
Total current liabilities	374,244	525,924
Revolving line of credit	38,000	170,000
Senior notes	275,000	
Other liabilities	16,745	13,533
Total liabilities	703,989	709,457

Commitments and contingencies

Stockholders' equity:

Preferred stock (\$0.01 par value; 1,000 shares authorized; none issued and outstanding)		
Common stock (\$0.01 par value; 200,000 shares authorized, 88,857 shares issued and 48,426 and 51,064 shares outstanding at June 30, 2008 and September 30, 2007, respectively)	484	511
Paid-in-capital	1,105,805	1,097,327
Treasury stock, at cost (40,431 and 37,793 shares at June 30, 2008 and September 30, 2007, respectively)	(1,376,055)	(1,290,393)
Retained earnings	802,300	745,054
Accumulated other comprehensive income	11,709	13,815
Total stockholders' equity	544,243	566,314
	\$ 1,248,232	\$ 1,275,771

See accompanying notes to condensed consolidated financial statements.

**Table of Contents**

**FAIR ISAAC CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
(In thousands, except per share data)  
(Unaudited)

	Quarter Ended		Nine Months Ended	
	June 30,		June 30,	
	2008	2007	2008	2007
Revenues	\$ 183,315	\$ 196,627	\$ 566,655	\$ 585,466
Operating expenses:				
Cost of revenues (1)	68,709	65,291	208,627	192,806
Research and development	18,779	16,917	58,910	51,742
Selling, general and administrative (1)	59,734	69,464	187,858	203,679
Amortization of intangible assets (1)	3,797	4,833	10,481	16,585
Restructuring	2,176		7,855	
Gain on sale of product line assets				(1,541)
Total operating expenses	153,195	156,505	473,731	463,271
Operating income	30,120	40,122	92,924	122,195
Interest income	1,707	3,382	5,942	10,287
Interest expense	(5,203)	(3,240)	(13,461)	(9,146)
Other income, net	1,478	42	2,095	80
Income from continuing operations before income taxes	28,102	40,306	87,500	123,416
Provision for income taxes	9,304	14,194	30,092	44,063
Income from continuing operations	18,798	26,112	57,408	79,353
Income (loss) from discontinued operations	7,703	(2,344)	2,766	(2,922)
Net income	\$ 26,501	\$ 23,768	\$ 60,174	\$ 76,431
Basic earnings per share:				
Continuing operations	\$ 0.39	\$ 0.47	\$ 1.17	\$ 1.39
Discontinued operations	0.16	(0.04)	0.06	(0.05)
Total	\$ 0.55	\$ 0.43	\$ 1.23	\$ 1.34
Diluted earnings per share:				
Continuing operations	\$ 0.38	\$ 0.46	\$ 1.16	\$ 1.36
Discontinued operations	0.16	(0.04)	0.06	(0.05)
Total	\$ 0.54	\$ 0.42	\$ 1.21	\$ 1.31

Shares used in computing earnings per share:				
Basic	48,521	55,776	49,111	56,928
Diluted	48,727	56,896	49,633	58,518

(1) Cost of revenues and selling, general and administrative expenses exclude the amortization of intangible assets. See Note 2 to the accompanying condensed consolidated financial statements.

See accompanying notes to condensed consolidated financial statements.

Table of Contents

**FAIR ISAAC CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY AND**  
**COMPREHENSIVE INCOME**

(In thousands)  
(Unaudited)

	Common Stock			Accumulated				
	Shares	Par Value	Paid-In- Capital	Treasury Stock	Retained Earnings	Comprehensive Income	Stockholders' Equity	Comprehensive Income
<b>Balance at September 30, 2007</b>	<b>51,064</b>	<b>\$ 511</b>	<b>\$ 1,097,327</b>	<b>\$ (1,290,393)</b>	<b>\$ 745,054</b>	<b>\$ 13,815</b>	<b>\$ 566,314</b>	
Share-based compensation			21,713				21,713	
Exercise of stock options	500	5	(5,260)	17,112			11,857	
Tax effect from share-based payment arrangements			(1,874)				(1,874)	
Forfeitures of restricted stock	(35)		1,114	(1,114)				
Repurchases of common stock	(3,540)	(35)		(116,607)			(116,642)	
Issuance of ESPP shares from treasury	384	3	(4,684)	13,121			8,440	
Issuance of restricted stock to employees from treasury	53		(2,531)	1,826			(705)	
Dividends paid					(2,928)		(2,928)	
Net income					60,174		60,174	\$ 60,174
Unrealized gains on investments						174	174	174
Cumulative translation adjustments						(2,280)	(2,280)	(2,280)
<b>Balance at June 30, 2008</b>	<b>48,426</b>	<b>\$ 484</b>	<b>\$ 1,105,805</b>	<b>\$ (1,376,055)</b>	<b>\$ 802,300</b>	<b>\$ 11,709</b>	<b>\$ 544,243</b>	<b>\$ 58,068</b>

See accompanying notes to condensed consolidated financial statements.

**Table of Contents**

**FAIR ISAAC CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)  
(Unaudited)

	<b>Nine Months Ended</b>	
	<b>June 30,</b>	
	<b>2008</b>	<b>2007</b>
<b>Cash flows from operating activities:</b>		
Net income	\$ 60,174	\$ 76,431
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	29,753	39,219
Share-based compensation	21,713	28,232
Deferred income taxes	948	4,081
Tax effect from share-based payment arrangements	(1,874)	15,589
Excess tax benefits from share-based payment arrangements	(1,301)	(12,174)
Gain on repurchase of senior convertible notes	(896)	
Net amortization (accretion) of premium (discount) on marketable securities	370	(999)
Provision for doubtful accounts	2,867	3,997
Loss on sale of discontinued operations	6,952	
Gain on sale of product line assets		(1,541)
Net (gain) loss on sales of property and equipment	(37)	5
Changes in operating assets and liabilities, net of acquisition and disposition effects:		
Accounts receivable	13,576	(17,663)
Prepaid expenses and other assets	2,353	47
Accounts payable	(3,159)	4,653
Accrued compensation and employee benefits	(12,120)	5,542
Other liabilities	(3,827)	(10,607)
Deferred revenue	(1,649)	(5,591)
Net cash provided by operating activities	113,843	129,221
<b>Cash flows from investing activities:</b>		
Purchases of property and equipment	(17,613)	(17,315)
Cash proceeds from sale of product line assets		13,904
Cash proceeds from sales of property and equipment	1,552	
Cash paid for acquisition, net of cash acquired	(33,336)	
Cash proceeds from sale of business unit	14,200	
Purchases of marketable securities	(153,483)	(171,666)
Proceeds from sales of marketable securities	2,008	14,250
Proceeds from maturities of marketable securities	160,085	182,163
Investment in cost-method investees		(10,213)
Net cash provided by (used in) investing activities	(26,587)	11,123
<b>Cash flows from financing activities:</b>		
Net increase (decrease) in revolving line of credit	(132,000)	70,000
Repurchases of senior convertible notes	(122,808)	

Edgar Filing: FAIR ISAAC CORP - Form 10-Q

Proceeds from issuance of senior notes	275,000	
Debt issuance costs	(1,477)	(408)
Proceeds from issuances of common stock under employee stock option and purchase plans	19,592	77,245
Dividends paid	(2,928)	(3,384)
Repurchases of common stock	(116,642)	(282,407)
Excess tax benefits from share-based payment arrangements	1,301	12,174
Net cash used in financing activities	(79,962)	(126,780)
<b>Effect of exchange rate changes on cash</b>	298	1,524
Increase in cash and cash equivalents	7,592	15,088
Cash and cash equivalents, beginning of period	95,284	75,154
Cash and cash equivalents, end of period	\$ 102,876	\$ 90,242
<b>Supplemental disclosures of cash flow information:</b>		
Cash paid for income taxes, net of refunds	\$ 13,971	\$ 29,266
Cash paid for interest	\$ 10,513	\$ 4,677

See accompanying notes to condensed consolidated financial statements.

**Table of Contents****1. Nature of Business*****Fair Isaac Corporation***

Incorporated under the laws of the State of Delaware, Fair Isaac Corporation is a provider of analytic, software and data management products and services that enable businesses to automate, improve and connect decisions. Fair Isaac Corporation provides a range of analytical solutions, credit scoring and credit account management products and services to banks, credit reporting agencies, credit card processing agencies, insurers, retailers, telecommunications providers, healthcare organizations and government agencies.

In these consolidated financial statements, Fair Isaac Corporation is referred to as we, us, our, and Fair Isaac.

***Principles of Consolidation and Basis of Presentation***

We have prepared the accompanying unaudited interim condensed consolidated financial statements in accordance with the instructions to Form 10-Q and the standards of accounting measurement set forth in Accounting Principles Board ( APB ) Opinion No. 28 and any amendments thereto adopted by the Financial Accounting Standards Board ( FASB ). Consequently, we have not necessarily included in this Form 10-Q all information and footnotes required for audited financial statements. In our opinion, the accompanying unaudited interim condensed consolidated financial statements in this Form 10-Q reflect all adjustments (consisting only of normal recurring adjustments, except as otherwise indicated) necessary for a fair presentation of our financial position and results of operations. These unaudited condensed consolidated financial statements and notes thereto should be read in conjunction with our audited consolidated financial statements and notes thereto presented in our Annual Report on Form 10-K/A for the year ended September 30, 2007. The interim financial information contained in this report is not necessarily indicative of the results to be expected for any other interim period or for the entire fiscal year.

The condensed consolidated financial statements include the accounts of Fair Isaac and its subsidiaries. All intercompany accounts and transactions have been eliminated.

***Use of Estimates***

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. These estimates and assumptions include, but are not limited to, assessing the following: the recoverability of accounts receivable, goodwill and other intangible assets, software development costs and deferred tax assets; estimated losses associated with contingencies and litigation; the ability to estimate hours in connection with fixed-fee service contracts, the ability to estimate transactional-based revenues for which actual transaction volumes have not yet been received, the determination of whether fees are fixed or determinable and collection is probable or reasonably assured; and the development of assumptions for use in the Black-Scholes model that estimates the fair value of our share-based awards and assessing forfeiture rates of share-based awards.

***Adoption of Accounting Pronouncement***

In June 2006 the FASB issued Financial Interpretation No. 48, *Accounting for Uncertainty in Income Taxes An Interpretation of FASB Statement No. 109* ( FIN 48 ). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with Statement of Financial Accounting Standards No. 109, *Accounting for Income Taxes*. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. It also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. We adopted FIN 48 on October 1, 2007. See Note 9 for more information about the impact of adoption of this guidance.

**2. Amortization of Intangible Assets**

Amortization expense associated with our intangible assets, which has been reflected as a separate operating expense caption within the accompanying condensed consolidated statements of income, consisted of the following:

**Table of Contents**

	Quarter Ended June 30,		Nine Months Ended June 30,	
	2008	2007	2008	2007
	(In thousands)			
Cost of revenues	\$ 2,043	\$ 2,857	\$ 5,464	\$ 10,402
Selling, general and administrative expenses	1,754	1,976	5,017	6,183
	\$ 3,797	\$ 4,833	\$ 10,481	\$ 16,585

Cost of revenues reflects our amortization of completed technology, and selling, general and administrative expenses reflects our amortization of other intangible assets. Intangible assets were \$57.2 million and \$54.7 million, net of accumulated amortization of \$101.1 million and \$95.7 million, as of June 30, 2008 and September 30, 2007, respectively.

**3. Restructuring and Acquisition-Related Expenses**

The following table summarizes our restructuring and acquisition-related accruals associated with acquisitions and certain Fair Isaac facility closures. The current portion and non-current portion is recorded in accrued compensation and employee benefits, other accrued current liabilities and other long-term liabilities within the accompanying condensed consolidated balance sheets. These balances are expected to be paid by fiscal 2012.

	Accrual at September 30, 2007	Expense Additions	Cash Payments (In thousands)	Expense Reversal	Accrual at June 30, 2008
Facilities charges	\$ 10,294	\$ 2,038	\$ (2,453)	\$ (445)	\$ 9,434
Employee separation	1,012	6,262	(5,523)		1,751
	11,306	\$ 8,300	\$ (7,976)	\$ (445)	11,185
Less: current portion	(4,051)				(4,785)
Non-current	\$ 7,255				\$ 6,400

During the quarter ended December 31, 2007, we recorded a \$0.4 million expense reversal due to favorable sublease arrangements we entered into for office space that was vacated last year. During the quarter ended March 31, 2008, we incurred charges of \$5.3 million for severance costs associated with the elimination of 190 positions across the organization. We also vacated excess lease space located in Colorado and recorded a lease exit accrual of \$0.8 million. During the quarter ended June 30, 2008, we vacated excess lease space located in California and recorded a lease exit accrual for \$1.3 million. We also incurred charges of \$0.9 million for severance costs related to the elimination of 43 positions across the organization.

**4. Composition of Certain Financial Statement Captions**

	June 30, 2008	September 30, 2007
	(In thousands)	
Property and equipment	\$ 200,251	\$ 189,158

Less accumulated depreciation and amortization	(151,891)	(138,151)
	\$ 48,360	\$ 51,007

## 5. Acquisition

On January 21, 2008, we acquired Dash Optimization ( Dash ), a leading provider of decision modeling and optimization software, for an aggregate cash purchase price of approximately \$34.1 million. The acquisition of Dash was consummated principally to augment our decision management analytic tools. We accounted for this transaction using the purchase method of accounting. The results of Dash have been included in our operating results since January 21, 2008.

The total purchase price is summarized as follows (in thousands):

Total cash consideration	\$ 33,835
Acquisition-related costs	303
Total purchase price	\$ 34,138

Our allocation of the purchase price was as follows (in thousands):

6

---

**Table of Contents****Assets:**

Cash and cash equivalents	\$ 499
Receivables, net	2,094
Prepaid expenses and other current assets	414
Goodwill	18,594
Intangible assets:	
Completed technology	9,097
Customer contracts and relationships	3,437
Trade names	691
 Total assets	 34,826

**Liabilities:**

Current liabilities	371
Deferred revenue	317
 Total liabilities	 688

**Net assets** \$ 34,138

The acquired intangible assets have a weighted average useful life of approximately 4.3 years and are being amortized using the straight-line method over their estimated useful lives as follows: completed technology, four years; customer contracts and relationships, five years and trade names; five years. The goodwill was allocated to our Analytical Software Tools segment, and is deductible for tax purposes.

**6. Discontinued Operations**

In March 2008, we entered into a definitive agreement for the sale of our Insurance Bill Review business unit. On April 30, 2008, the company completed the sale of the business unit for \$14.2 million of cash, which is subject to a final working capital adjustment as defined under the agreement.

We recorded a \$4.2 million after-tax loss related to the disposition in our quarter ended March 31, 2008 as the carrying value of the net assets of the business exceeded the sales price. In the third quarter ended June 30, 2008, we recorded a tax benefit of approximately \$7.6 million from the sale, which represents tax deductions related to intangible assets of the business that could not be recognized prior to the sale transaction. With the tax benefit, the overall after-tax gain on the sale was \$3.4 million.

The decision to sell the Insurance Bill Review business was the result of management's decision to divest non-strategic businesses and focus resources on our core products and services. Insurance Bill Review was part of the Strategy Machine Solutions and Professional Services segments.

In accordance with the provisions of Statement of Financial Accounting Standards (SFAS) No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*, we determined that the Insurance Bill Review business became a discontinued operation in the second quarter of 2008. We have segregated the net assets, net liabilities and operating results from continuing operations in our balance sheets and statements of income for all periods prior to the sale. Revenues from discontinued operations were \$3.5 million and \$9.1 million for the quarters ended June 30, 2008 and 2007, respectively, and were \$22.9 million and \$29.5 million for the nine months ended June 30, 2008 and 2007, respectively. Pre-tax income (loss) from discontinued operations was \$111,000 and (\$3.9) million for the quarters ended June 30, 2008 and 2007, respectively. Pre-tax loss from discontinued operations was \$1.1 million and \$4.8 million for the nine months ended June 30, 2008 and 2007, respectively.

**Table of Contents**

The following table presents balance sheet information for discontinued operations as of September 30, 2007.

	<b>September 30, 2007 (In thousands)</b>
Accounts receivable, net	\$ 8,109
Prepaid expenses and other current assets	1,730
Total current assets	9,839
Property and equipment, net	1,150
Goodwill	7,470
Intangible assets, net	8,190
Total assets	\$ 26,649
Accounts payable	\$ 1,096
Accrued compensation and employee benefits	784
Other accrued liabilities	1,768
Deferred revenue	562
Total liabilities	\$ 4,210

**7. Earnings Per Share**

The following reconciles the numerators and denominators of basic and diluted earnings per share ( EPS ):

	<b>Quarter Ended June 30,</b>		<b>Nine Months Ended June 30,</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
	<b>(In thousands, except per share data)</b>			
Numerator for basic earnings per share income from continuing operations	\$ 18,798	\$ 26,112	\$ 57,408	\$ 79,353
Interest expense on senior convertible notes, net of tax	1	1	3	3
Numerator for diluted earnings per share	\$ 18,799	\$ 26,113	\$ 57,411	\$ 79,356
Denominator shares:				
Basic weighted-average shares	48,521	55,776	49,111	56,928
Effect of dilutive securities	206	1,120	522	1,590
Diluted weighted-average shares	48,727	56,896	49,633	58,518
Earnings per share:				
Basic	\$ 0.39	\$ 0.47	\$ 1.17	\$ 1.39
Diluted	\$ 0.38	\$ 0.46	\$ 1.16	\$ 1.36

The computation of diluted EPS for the quarters ended June 30, 2008 and 2007, excludes options to purchase approximately 8,697,000 and 4,068,000 shares of common stock, respectively, and for the nine months ended June 30, 2008 and 2007, excludes options to purchase approximately 7,722,000 and 3,577,000 shares of common stock, respectively, because the options' exercise prices exceeded the average market price of our common stock in these periods and their inclusion would be antidilutive.

**8. Segment Information**

We are organized into the following four reportable segments, to align with the internal management of our worldwide business operations based on product and service offerings:

*Strategy Machine Solutions.* These are pre-configured Decision Management ( DM ) applications, formerly Enterprise Decision Management applications, designed for a specific type of business problem or process, such as marketing, account origination, customer management, and fraud. This segment also includes our myFICO solutions for consumers.

**Table of Contents**

*Scoring Solutions.* Our scoring solutions give our clients access to analytics that can be easily integrated into their transaction streams and decision-making processes. Our scoring solutions are distributed through major credit reporting agencies, as well as services through which we provide our scores to lenders directly.

*Professional Services.* Through our professional services, we tailor our DM products to our clients environments, and we design more effective decisioning environments for our clients. This segment includes revenues from custom engagements, business solution and technical consulting services, systems integration services, and data management services.

*Analytic Software Tools.* This segment is composed of software tools that clients can use to create their own custom DM applications.

Our Chief Executive Officer evaluates segment financial performance based on segment revenues and operating income. Segment operating expenses consist of direct and indirect costs principally related to personnel, facilities, consulting, travel, depreciation and amortization. Indirect costs are allocated to the segments generally based on relative segment revenues, fixed rates established by management based upon estimated expense contribution levels and other assumptions that management considers reasonable. We do not allocate share-based compensation expense, restructuring and acquisition-related expense and certain other income and expense measures to our segments. These income and expense items are not allocated because they are not considered in evaluating the segment's operating performance. Our Chief Executive Officer does not evaluate the financial performance of each segment based on its respective assets or capital expenditures; rather, depreciation and amortization amounts are allocated to the segments from their internal cost centers as described above.

The following tables summarize segment information for the quarters and nine months ended June 30, 2008 and 2007:

	<b>Quarter Ended June 30, 2008</b>				<b>Total</b>
	<b>Strategy Machine Solutions</b>	<b>Scoring Solutions</b>	<b>Professional Services (In thousands)</b>	<b>Analytic Software Tools</b>	
Revenues	\$ 94,855	\$ 37,553	\$ 39,132	\$ 11,775	\$ 183,315
Operating expenses	(80,549)	(15,838)	(37,533)	(10,344)	(144,264)
Segment operating income	\$ 14,306	\$ 21,715	\$ 1,599	\$ 1,431	39,051
Unallocated share-based compensation expense					(6,755)
Unallocated restructuring					(2,176)
Operating income					30,120
Unallocated interest income					1,707
Unallocated interest expense					(5,203)
Unallocated other income, net					1,478
Income from continuing operations before income taxes					\$ 28,102
Depreciation and amortization	\$ 6,435	\$ 1,298	\$ 1,449	\$ 708	\$ 9,890



**Table of Contents****Quarter Ended June 30, 2007**

	<b>Strategy Machine Solutions</b>	<b>Scoring Solutions</b>	<b>Professional Services (In thousands)</b>	<b>Analytic Software Tools</b>	<b>Total</b>
Revenues	\$ 104,132	\$ 47,229	\$ 35,165	\$ 10,101	\$ 196,627
Operating expenses	(84,264)	(16,865)	(35,570)	(11,873)	(148,572)
Segment operating income (loss)	\$ 19,868	\$ 30,364	\$ (405)	\$ (1,772)	48,055
Unallocated share-based compensation expense					(7,933)
Operating income					40,122
Unallocated interest income					3,382
Unallocated interest expense					(3,240)
Unallocated other income, net					42
Income from continuing operations before income taxes					\$ 40,306
Depreciation and amortization	\$ 6,427	\$ 2,228	\$ 1,658	\$ 636	\$ 10,949

**Nine Months Ended June 30, 2008**

	<b>Strategy Machine Solutions</b>	<b>Scoring Solutions</b>	<b>Professional Services (In thousands)</b>	<b>Analytic Software Tools</b>	<b>Total</b>
Revenues	\$ 293,639	\$ 119,556	\$ 114,645	\$ 38,815	\$ 566,655
Operating expenses	(250,400)	(49,719)	(110,409)	(33,892)	(444,420)
Segment operating income	\$ 43,239	\$ 69,837	\$ 4,236	\$ 4,923	122,235
Unallocated share-based compensation expense					(21,456)
Unallocated restructuring					(7,855)
Operating income					92,924
Unallocated interest income					5,942
Unallocated interest expense					(13,461)
Unallocated other expense, net					2,095
Income from continuing operations before income taxes					\$ 87,500
Depreciation and amortization	\$ 18,151	\$ 4,116	\$ 4,086	\$ 2,047	\$ 28,400

## Nine Months Ended June 30, 2007

	Strategy Machine Solutions	Scoring Solutions	Professional Services (In thousands)	Analytic Software Tools	Total
Revenues	\$ 306,411	\$ 134,482	\$ 110,829	\$ 33,744	\$ 585,466
Operating expenses	(248,117)	(48,102)	(106,112)	(34,908)	(437,239)
Segment operating income (loss)	\$ 58,294	\$ 86,380	\$ 4,717	\$ (1,164)	148,227
Unallocated share-based compensation expense					(27,573)
Unallocated gain on sale of product line assets					1,541
Operating income					122,195
Unallocated interest income					10,287
Unallocated interest expense					(9,146)
Unallocated other income, net					80
Income from continuing operations before income taxes					\$ 123,416
Depreciation and amortization	\$ 21,804	\$ 6,679	\$ 5,612	\$ 2,313	\$ 36,408

**Table of Contents****9. Income Taxes***Adoption of FIN 48*

FIN 48 prescribes a recognition threshold that a tax position is required to meet before being recognized in the financial statements and provides guidance on de-recognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition issues. On October 1, 2007, we adopted FIN 48 as a change in accounting principle. The cumulative effect of the change did not result in an adjustment to the beginning balance of retained earnings. Following implementation, the ongoing recognition of changes in measurement of uncertain tax positions will be reflected as a component of income tax expense.

We conduct business globally and, as a result, file income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. In the normal course of business, we are subject to examination by taxing authorities. With few exceptions, we are no longer subject to U.S. federal, state, local, or foreign income tax examinations for fiscal years before 2002.

The cumulative effects of applying this interpretation have been recorded as an increase of \$4.5 million to current tax liabilities, \$4.1 million to deferred income tax assets and an increase of \$0.4 million to goodwill as of October 1, 2007. Upon adoption at October 1, 2007, we had \$26.5 million of total unrecognized tax benefits. Of this total, \$14.8 million, net of the federal benefit on state issues, represents the amount of unrecognized tax benefits that, if recognized, would favorably affect the effective income tax rate in future periods. We recognize interest related to unrecognized tax benefits and penalties as part of the provision for income taxes in our condensed consolidated statements of income. As of the adoption date, we had accrued interest of \$2.3 million related to the unrecognized tax benefits.

During the quarter ended June 30, 2008 the total unrecognized tax benefits and related interest did not change materially.

We are currently in the process of settling audits of several open tax years and it is reasonably possible that our total unrecognized tax benefits could decrease by \$14 to \$16 million as a result of the settlement of these audits and payments within the next 12 months.

**10. Senior Convertible Notes**

In August 2003, we issued \$400.0 million of 1.5% Senior Convertible Notes ( Senior Convertible Notes ) that mature on August 15, 2023. The Senior Convertible Notes become convertible into shares of Fair Isaac common stock, subject to the conditions described below, at an initial conversion price of \$43.9525 per share, subject to adjustments for certain events. The initial conversion price is equivalent to a conversion rate of approximately 22.7518 shares of Fair Isaac common stock per \$1,000 principal amount of the Senior Convertible Notes. Holders may surrender their Senior Convertible Notes for conversion, if any of the following conditions is satisfied: (i) prior to August 15, 2021, during any fiscal quarter, if the closing price of our common stock for at least 20 trading days in the 30 consecutive trading day period ending on the last day of the immediately preceding fiscal quarter is more than 120% of the conversion price per share of our common stock on the corresponding trading day; (ii) at any time after the closing sale price of our common stock on any date after August 15, 2021 is more than 120% of the then current conversion price; (iii) during the five consecutive business day period following any 10 consecutive trading day period in which the average trading price of a Senior Note was less than 98% of the average sale price of our common stock during such 10 trading day period multiplied by the applicable conversion rate; provided, however, if, on the day before the conversion date, the closing price of our common stock is greater than 100% of the conversion price but less than or equal to 120% of the conversion price, then holders converting their notes may receive, in lieu of our common stock based on the applicable conversion rate, at our option, cash or common stock with a value equal to 100% of the principal amount of the notes on the conversion date; (iv) if we have called the Senior Convertible Notes for redemption; or (v) if we make certain distributions to holders of our common stock or we enter into specified corporate transactions. The conversion price of the Senior Convertible Notes will be adjusted upon the occurrence of certain dilutive events as described in the indenture, which include but are not limited to: (i) dividends, distributions, subdivisions, or combinations of our common stock; (ii) issuance of rights or warrants for the purchase of our common stock under certain circumstances; (iii) the distribution to all or substantially all holders of our common stock of shares of our capital stock, evidences of indebtedness, or other non-cash assets, or rights or warrants; (iv) the cash

dividend or distribution to all or substantially all holders of our common stock in excess of certain levels; and  
(v) certain tender offer activities by us or any of our subsidiaries.

The Senior Convertible Notes are senior unsecured obligations of Fair Isaac and rank equal in right of payment with all of our unsecured and unsubordinated indebtedness. The Senior Convertible Notes are effectively subordinated to all of our existing and future secured indebtedness and existing and future indebtedness and other liabilities of our subsidiaries. The Senior Convertible Notes bear regular interest at an annual rate of 1.5%, payable on August 15 and February 15 of each year until August 15, 2008. Beginning August 15, 2008, regular interest will accrue at the rate of 1.5%, and be due and payable upon the earlier to occur of

**Table of Contents**

redemption, repurchase, or final maturity. In addition, the Senior Convertible Notes bear contingent interest during any six-month period from August 15 to February 14 and from February 15 to August 14, commencing with the six-month period beginning August 15, 2008, if the average trading price of the Senior Convertible Notes for the five trading day period immediately preceding the first day of the applicable six-month period equals 120% or more of the sum of the principal amount of, plus accrued and unpaid regular interest on, the Senior Convertible Notes. The amount of contingent interest payable on the Senior Convertible Notes in respect to any six-month period will equal 0.25% per annum of the average trading price of the Senior Convertible Notes for the five trading day period immediately preceding such six-month period.

We may redeem for cash all or part of the Senior Convertible Notes on and after August 15, 2008, at a price equal to 100% of the principal amount of the Senior Convertible Notes, plus accrued and unpaid interest. Holders may require us to repurchase for cash all or part of the \$400 million of Senior Convertible Notes on August 15, 2008, August 15, 2013 and August 15, 2018, or upon a change in control, at a price equal to 100% of the principal amount of the Senior Convertible Notes being repurchased, plus accrued and unpaid interest.

On March 31, 2005, we completed an exchange offer for the Senior Convertible Notes, whereby holders of approximately 99.9% of the total principal amount of our Senior Convertible Notes exchanged their existing securities for new 1.5% Senior Convertible Notes, Series B ( New Notes ). The terms of the New Notes are similar to the terms of the Senior Convertible Notes described above, except that: (i) upon conversion, we will pay holders cash in an amount equal to the lesser of the principal amount of such notes and the conversion value of such notes, and to the extent such conversion value exceeds the principal amount of the notes, the remainder of the conversion obligation in cash or common shares or combination thereof; (ii) in the event of a change of control, we may be required in certain circumstances to pay a make-whole premium on the New Notes converted in connection with the change of control and (iii) if the conversion condition in the first clause (iii) in the third paragraph preceding this paragraph is triggered and the closing price of our common stock is greater than 100% of the conversion price but less than or equal to 120% of the conversion price, the holders converting New Notes shall receive cash with a value equal to 100% of the principal amount of New Notes on the conversion date.

In March 2008 we repurchased \$23.7 million of New Notes from the noteholders and recognized a \$0.4 million gain from this redemption during the quarter ended March 31, 2008. In May 2008 we repurchased \$100.0 million of New Notes from the noteholders and recognized a \$0.5 million gain from this redemption during the quarter ended June 30, 2008. As of June 30, 2008, \$267.3 million of the New Notes remain outstanding and are classified as short-term debt in our consolidated condensed balance sheet, because noteholders may require us to repurchase for cash all or part of the New Notes on August 15, 2008.

**11. Credit Agreement**

In October 2006, we entered into a five-year unsecured revolving credit facility with a syndicate of banks. In July 2007, we entered into an amended and restated credit agreement that increased the revolving credit facility from \$300 million to \$600 million. Proceeds from the credit facility can be used for working capital and general corporate purposes and may also be used for the refinancing of existing debt, acquisitions, and the repurchase of the Company's common stock. Interest on amounts borrowed under the credit facility is based on (i) a base rate, which is the greater of (a) the prime rate and (b) the Federal Funds rate plus 0.50% or (ii) LIBOR plus an applicable margin. The margin on LIBOR borrowings ranges from 0.30% to 0.55% and is determined based on our consolidated leverage ratio. In addition, we must pay utilization fees if borrowings and commitments under the credit facility exceed 50% of the total credit facility commitment, as well as facility fees. The credit facility contains certain restrictive covenants, including maintenance of consolidated leverage and fixed charge coverage ratios. The credit facility also contains covenants typical of unsecured facilities. As of June 30, 2008, we had \$38.0 million of borrowings outstanding under the credit facility at an average interest rate of 3.125%.

**12. Senior Notes**

On May 7, 2008, we issued \$275 million of Senior Notes in a private placement to a group of institutional investors. The Senior Notes were issued in four series as follows:

<b>Series</b>	<b>Amount</b>
---------------	---------------

		<b>Interest Rate</b>	<b>Maturity Date</b>
A	\$ 41 million	6.37%	May 7, 2013
B	\$ 40 million	6.37%	May 7, 2015
C	\$ 63 million	6.71%	May 7, 2015
D	\$131 million	7.18%	May 7, 2018

12

---

**Table of Contents**

We are required to pay the entire unpaid principal balances of each note series on its maturity date except for Series B notes, which requires five annual principal payments of \$8.0 million starting on May 7, 2011. Future principal payments are as follows (in thousands);

**Years Ended September 30,**

2009	\$
2010	
2011	8,000
2012	8,000
2013	49,000
Thereafter	210,000
	\$ 275,000

Interest is paid semi-annually on May 7 and November 7 of each year starting on November 7, 2008. Total debt issuance costs were \$1.5 million. The Senior Notes are subject to certain restrictive covenants that are essentially similar to the credit agreement and include maintenance of consolidated leverage and fixed charge coverage ratios. The issuance of the Senior Notes also required us to make certain covenants typical of unsecured facilities.

**13. Related Party Transactions**

We have a \$10 million investment in convertible preferred stock in a private company. The company is developing a range of products focused on revenue cycle activities for hospitals and healthcare providers. Related party revenues for the quarter ended June 30, 2008 included \$2.5 million in software license revenue and \$1.6 million in professional services revenue. Related party revenues for the nine months ended June 30, 2008 included \$2.5 million in software license revenue and \$1.9 million in professional services revenue. The accounts receivable balance from this company was \$3.6 million as of June 30, 2008.

**14. Contingencies**

We have had disputes with certain customers regarding amounts owed in connection with the sale of certain of our products and services. We also have had claims asserted by former employees relating to compensation and other employment matters. We are also involved in various other claims and legal actions arising in the ordinary course of business. We believe that none of these aforementioned claims or actions will result in a material adverse impact to our consolidated results of operations, liquidity or financial condition. However, the amount or range of any potential liabilities associated with these claims and actions, if any, cannot be determined with certainty. Set forth below are additional details concerning certain ongoing litigation.

***Braun Consulting, Inc.***

Braun (which we acquired in November 2004) was a defendant in a lawsuit filed on November 26, 2001, in the United States District Court for the Southern District of New York (Case No. 01 CV 10629) that alleges violations of federal securities laws in connection with Braun's initial public offering in August 1999. This lawsuit is among approximately 300 coordinated putative class actions against certain issuers, their officers and directors, and underwriters with respect to such issuers' initial public offerings. As successor-in-interest to Braun, we have entered into a Stipulation and Agreement of Settlement, pursuant to a Memorandum of Understanding, along with most of the other defendant issuers in this coordinated litigation, where such issuers and their officers and directors will be dismissed with prejudice, subject to the satisfaction of certain conditions, including, among others, approval of the Court. Under the terms of this Agreement, we would not pay any amount of the settlement.

However, since December 2006, certain procedural matters concerning the class status have been decided in the district and appellate courts of the Second Circuit, ultimately determining that no class status exists for the plaintiffs. Since there is no class status, there can be no agreement, thus the District Court entered an order formally denying the motion for final approval of the settlement agreement. We cannot predict whether the issuers and their insurers will be able to renegotiate a settlement that would comply with the appellate court's ruling. Plaintiffs plan to replead their complaints and move for class certification again.

We intend to continue to defend vigorously against these claims. However, due to the inherent uncertainties of litigation, we

**Table of Contents**

cannot accurately predict the ultimate outcome of the litigation.

**15. New Accounting Pronouncements Not Yet Adopted**

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measures* ( SFAS 157 ), which defines fair value, establishes a framework for measuring fair value and expands disclosures about assets and liabilities measured at fair value. The statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. We are in the process of determining what effect, if any, the adoption of SFAS No. 157 will have on our consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets & Financial Liabilities Including an Amendment of SFAS No. 115* ( SFAS 159 ). SFAS 159 permits companies to choose to measure certain financial instruments and other items at fair value. The standard requires that unrealized gains and losses are reported in earnings for items measured using the fair value option. SFAS 159 will become effective for fiscal years beginning after November 15, 2007. We are in the process of determining what effect, if any, the adoption of SFAS 159 will have on our consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141(R), *Business Combinations* ( SFAS 141(R) ). SFAS 141(R) states that business combinations will result in all assets and liabilities of an acquired business being recorded at their fair values. Certain forms of contingent consideration and acquired contingencies will be recorded at fair value at the acquisition date. SFAS 141(R) also states acquisition costs will generally be expensed as incurred and restructuring costs will be expensed in periods after the acquisition date. This statement is effective for financial statement issued for fiscal years beginning after December 15, 2008. We are in the process of determining what effect, if any, the adoption of SFAS 141(R) will have on our consolidated financial statements.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements* ( SFAS 160 ). SFAS 160 clarifies that a noncontrolling or minority interest in a subsidiary is considered an ownership interest and, accordingly, requires all entities to report such interests in subsidiaries as equity in the consolidated financial statements. SFAS 160 is effective for fiscal years beginning after December 15, 2008. We are in the process of determining what effect, if any, the adoption of SFAS 160 will have on our consolidated financial statements.

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB statement No. 133* ( SFAS 161 ). SFAS 161 expands the disclosure requirements about an entity's derivative instruments and hedging activities. SFAS 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. We are in the process of determining what effect, if any, the adoption of SFAS No. 161 will have on our consolidated financial statements.

In May 2008, the FASB issued FASB Staff Position ( FSP ) APB 14-a, *Accounting for Convertible Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)*. The FSP requires that proceeds from the issuance of convertible debt instruments be allocated between debt (at a discount) and an equity component. The debt discount will be amortized over the period the convertible debt is expected to be outstanding as additional non-cash interest expense. This FSP is effective for fiscal years beginning after December 15, 2008, and will be applied retrospectively to prior periods. This FSP changes the accounting treatment for our Senior Convertible Notes, which were issued in August 2003. The new accounting treatment requires us to retrospectively record a significant amount of non-cash interest as the discount on the debt is amortized. We are in the process of determining what effect, if any, the adoption of this FSP will have on our consolidated financial statements.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations****FORWARD LOOKING STATEMENTS**

*Statements contained in this Report that are not statements of historical fact should be considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (the Act). In addition, certain statements in our future filings with the Securities and Exchange Commission (SEC), in press releases, and in oral and written statements made by us or with our approval that are not statements of historical fact constitute forward-looking statements within the meaning of the Act. Examples of forward-looking statements include, but are not limited to: (i) projections of revenue, income or loss, earnings or loss per share, the payment or nonpayment of dividends, capital structure and other statements concerning future financial performance; (ii) statements of our plans and objectives by our management or Board of Directors, including those relating to products or services; (iii) statements of assumptions underlying such statements; (iv) statements regarding business relationships with vendors, customers or collaborators; and (v) statements regarding products, their characteristics, performance, sales potential or effect in the hands of customers. Words such as believes, anticipates, expects, intends, targeted, sh potential, goals, strategy, and similar expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements. Forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from those in such statements. Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to, those described in Item 1A of Part II, Risk Factors, below. The performance of our business and our securities may be adversely affected by these factors and by other factors common to other businesses and investments, or to the general economy. Forward-looking statements are qualified by some or all of these risk factors. Therefore, you should consider these risk factors with caution and form your own critical and independent conclusions about the likely effect of these risk factors on our future performance. Such forward-looking statements speak only as of the date on which statements are made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made to reflect the occurrence of unanticipated events or circumstances. Readers should carefully review the disclosures and the risk factors described in this and other documents we file from time to time with the SEC, including our reports on Forms 10-Q and 8-K to be filed by the Company in fiscal 2008.*

**RESULTS OF OPERATIONS****Overview**

We are a leader in Decision Management (DM) solutions, formerly known as Enterprise Decision Management solutions, that enable businesses to automate, improve and connect decisions to enhance business performance. Our predictive analytics and decision management systems power hundreds of billions of customer decisions each year. We help companies acquire customers more efficiently, increase customer value, reduce fraud and credit losses, lower operating expenses and enter new markets more profitably. Most leading banks and credit card issuers rely on our solutions, as do many insurers, retailers, telecommunications providers, healthcare organizations, pharmaceutical and government agencies. We also serve consumers through online services that enable people to purchase and understand their FICO® scores, the standard measure in the United States of credit risk, empowering them to manage their financial health.

Most of our revenues are derived from the sale of products and services within the consumer credit, financial services and insurance industries, and during the quarter ended June 30, 2008, 71% of our revenues were derived from within these industries. A significant portion of our remaining revenues is derived from the telecommunications and retail industries, as well as the government sector. Our clients utilize our products and services to facilitate a variety of business processes, including customer marketing and acquisition, account origination, credit and underwriting risk management, fraud loss prevention and control, and client account and policyholder management. A significant portion of our revenues is derived from transactional or unit-based software license fees, annual license fees under long-term software license arrangements, transactional fees derived under scoring, network service or internal hosted software arrangements, and annual software maintenance fees. The recurrence of these revenues is, to a significant degree, dependent upon our clients' continued usage of our products and services in their business activities. The more significant activities underlying the use of our products in these areas include: credit and debit card usage or active

account levels; lending acquisition, origination and customer management activity; and wireless and wireline calls and subscriber levels. Approximately 73% and 75% of our revenues during the quarters ended June 30, 2008 and 2007, respectively, and 73% and 75% of our revenues for the nine months ended June 30, 2008 and 2007, respectively, were derived from arrangements with transactional or unit-based pricing. We also derive revenues from other sources which generally do not recur and include, but are not limited to, perpetual or time-based licenses with upfront payment terms, non-recurring professional service arrangements and gain-share arrangements where revenue is derived based on percentages of client revenue growth or cost reductions attributable to our products.

**Table of Contents**

Within a number of our sectors there has been a sizable amount of industry consolidation. In addition, many of our sectors are experiencing increased levels of competition. As a result of these factors, we believe that future revenues in particular sectors may decline. However, due to the long-term customer arrangements we have with many of our customers, the near term impact of these declines may be more limited in certain sectors.

One measure used by management as an indicator of our business performance is the volume of bookings achieved. We define a booking as estimated future contractual revenues, including agreements with perpetual, multi-year and annual terms. Bookings values may include: (i) estimates of variable fee components such as hours to be incurred under new professional services arrangements and customer account or transaction activity for agreements with transactional-based fee arrangements, (ii) additional or expanded business from renewals of contracts, and (iii) to a lesser extent, previous customers that have attrited and been re-sold only as a result of a significant sales effort. During the quarter ended June 30, 2008, we achieved bookings of \$64.2 million, including two deals with bookings value of \$3.0 million or more. In comparison, bookings in the prior year quarter ended June 30, 2007 were \$78.7 million, including three with bookings values of \$3.0 million or more.

Management regards the volume of bookings achieved, among other factors, as an important indicator of future revenues, but they are not comparable to, nor should they be substituted for, an analysis of our revenues, and they are subject to a number of risks and uncertainties, including those described in Item 1A of Part II, Risk Factors, concerning timing and contingencies affecting product delivery and performance. Although many of our contracts have fixed non-cancelable terms, some of our contracts are terminable by the client on short notice or without notice. Accordingly, we do not believe it is appropriate to characterize all of our bookings as backlog that will generate future revenue.

Our revenues derived from clients outside the United States continue to grow, and may in the future grow more rapidly than our revenues from domestic clients. International revenues totaled \$57.7 million and \$63.4 million during the quarters ended June 30, 2008 and 2007, respectively, representing 31% and 32% of total consolidated revenues in each of these periods. International revenues totaled \$185.3 million and \$180.1 million during the nine months ended June 30, 2008 and 2007, respectively, representing 33% and 31% of total consolidated revenues in each of these periods. In addition to clients acquired via our acquisitions, we believe that our international growth is a product of successful relationships with third parties that assist in international sales efforts and our own increased sales focus internationally, and we expect that the percentage of our revenues derived from international clients will increase in the future.

On April 1, 2008, we announced the details of a reengineering plan designed to grow revenues through strategic resource allocation and improve profitability through cost reduction. Key components of the plan include rationalizing the business portfolio, simplifying management hierarchy, eliminating low-priority positions, consolidating facilities and managing fixed and variable costs. Also in connection with the plan, we sold our Insurance Bill Review business unit on April 30, 2008 to Mitchell International, Inc., and we exited our Cortronics neural research and FastPanel diagnostics product lines. The Insurance Bill Review business unit is classified as discontinued operations in our consolidated condensed financial statements and in the following management discussion and analysis.

Once the initiatives under the reengineering plan are completed, which includes exiting the remaining non-strategic product lines, annual revenues are expected to be reduced by approximately \$65 million and annual costs are expected to be reduced by approximately \$107 million. In addition, we are restricting hiring activities and other anticipated expenditures as part of our cost management activities. A portion of these savings will be reinvested in programs designed to grow revenues.

In January 2008, we acquired Dash Optimization Ltd., a leading provider of decision modeling and optimization software, for an aggregate purchase price of \$34.1 million in cash. Results of operations from this acquisition are included in our results prospectively from the date of acquisition.

In March 2007, we sold the assets and products associated with our mortgage banking solutions product line, which was included in the Strategy Machines Solutions segment, for \$15.8 million in cash. We recognized a \$1.5 million pre-tax gain, but a \$0.4 million after-tax loss on the sale due to goodwill associated with the product line that was not deductible for income tax purposes. For the nine months ended March 31, 2007, we recorded revenues from the mortgage banking solutions product line of \$7.7 million. The earnings contribution from the mortgage

banking solutions product line was not significant to our fiscal 2007 results of operations.

Our reportable segments are: Strategy Machine Solutions, Scoring Solutions, Professional Services and Analytic Software Tools. Although we sell solutions and services into a large number of end user product and industry markets, our reportable business segments reflect the primary method in which management organizes and evaluates internal financial information to make operating decisions and assess performance. Comparative segment revenues, operating income, and related financial information for the

**Table of Contents**

quarters ended June 30, 2008 and 2007 are set forth in Note 8 to the accompanying condensed consolidated financial statements.

**Continuing Operations****Revenues**

The following tables set forth certain summary information on a segment basis related to our revenues for the fiscal periods indicated.

Segment	Quarter Ended		Percentage of		Period-to-Period	
	June 30, 2008	2007	Revenues 2008	2007	Period-to-Period Change (In thousands)	Percentage Change
	(In thousands)					
Strategy Machine Solutions	\$ 94,855	\$ 104,132	52%	53%	\$ (9,277)	(9)%
Scoring Solutions	37,553	47,229	21%	24%	(9,676)	(20)%
Professional Services	39,132	35,165	21%	18%	3,967	11%
Analytic Software Tools	11,775	10,101	6%	5%	1,674	17%
Total revenues	\$ 183,315	\$ 196,627	100%	100%	(13,312)	(7)%

Segment	Nine Months Ended		Percentage of		Period-to-Period	
	June 30, 2008	2007	Revenues 2008	2007	Period-to-Period Change (In thousands)	Percentage Change
	(In thousands)					
Strategy Machine Solutions	\$ 293,639	\$ 306,411	52%	52%	\$ (12,772)	(4)%
Scoring Solutions	119,556	134,482	21%	23%	(14,926)	(11)%
Professional Services	114,645	110,829	20%	19%	3,816	3%
Analytic Software Tools	38,815	33,744	7%	6%	5,071	15%
Total revenues	\$ 566,655	\$ 585,466	100%	100%	(18,811)	(3)%

**Quarter Ended June 30, 2008 Compared to Quarter Ended June 30, 2007 Revenues**

**Strategy Machine Solutions** segment revenues decreased \$9.3 million due to a \$3.6 million decline in revenues from our *collections and recovery solutions*, a \$2.9 million decrease in revenues from our *fraud solutions*, a \$2.5 million decrease in revenues from our *marketing solutions* and a \$1.1 million net decrease in revenues from our other strategy machine solutions. The revenue decline was partially offset by a \$0.8 million increase in revenues from our *originations solutions*.

The decrease in *collections and recovery solutions* revenues was due to a decline in license sales. The decrease partially reflects the timing of license sales, which includes large individual contracts. The decrease in *fraud solutions* revenues was attributable primarily to a large license sale that occurred in the prior year quarter and a decline in

volumes associated with transactional-based agreements. In addition, we have experienced a delay in a product upgrade, which impacted current year bookings and revenues and may continue to impact *fraud solutions* bookings and revenues in future periods. The decrease in *marketing solutions* revenues was attributable primarily to a decline in sales volumes resulting from the loss last year of a large customer and pricing pressures.

**Scoring Solutions** segment revenues decreased \$9.7 million primarily due to a reduction in prescreen revenues derived from the credit reporting agencies, which resulted from a decline in volumes. Revenues were also impacted by a reduction in revenues from our services sold directly to users, which resulted from increased pricing pressures and a decline in volumes due to a decrease in prescreening initiatives by our customers. In addition, revenues in the current quarter were adversely impacted by a true-up of royalty fees with one of the reporting agencies. We expect that competitive pricing pressures as well as reduced volumes due to weakness in the U.S. financial credit market will continue to adversely affect segment revenues in fiscal 2008.

During the quarters ended June 30, 2008 and 2007, revenues generated from our agreements with Equifax, TransUnion and Experian, collectively accounted for approximately 18% and 21%, respectively, of our total revenues, including revenues from these customers that are recorded in our other segments.

**Table of Contents**

**Professional Services** segment revenues increased \$4.0 million due to an increase in implementation services for our collection and recovery solutions products and Blaze Advisor. We also had increased revenues from fraud consulting services. The increase was partially offset by a decline in revenues from development of predictive models.

**Analytic Software Tools** segment revenues increased \$1.7 million primarily due to sales of products acquired in our acquisition of Dash Optimization Ltd. and an increase in maintenance revenues. The increase in maintenance revenues was due to growth in our installed base of Blaze Advisor software applications. Revenues also increased on sales of model builder products.

**Nine Months Ended June 30, 2008 Compared to Nine Months Ended June 30, 2007 Revenues**

**Strategy Machine Solutions** segment revenues decreased \$12.8 million due in part to the sale last year of our *mortgage banking solutions* product line, which contributed \$7.1 million of segment revenues in the prior year nine-month period. In addition, segment revenues declined due to a \$6.0 million decrease in revenues from our *marketing solutions*, a \$2.5 million decline in revenues from our *customer management solutions*, a \$1.6 million decrease in revenues from our *fraud solutions* and a \$1.0 million net decrease in revenues from our other strategy machine solutions. The revenue decline was partially offset by a \$3.0 million increase in revenues from our *collections and recovery solutions* and a \$2.4 million increase in revenues from our *consumer solutions*.

The decrease in *marketing solutions* revenues was attributable primarily to a decline in sales volumes resulting from the loss last year of a large customer and pricing pressures. The decrease in *customer management* revenues was due to a decline in license sales. The decrease in *fraud solutions* revenues was attributable primarily to a large license sale that occurred in the prior year period and a decline in volumes associated with transactional-based agreements. The increase in *consumer solutions* revenues was attributable to increases in revenues derived from myFICO.com as a result of increased volumes. The increase in *collections and recovery solutions* revenues was due to an increase in license sales that resulted from successful international sales efforts.

**Scoring Solutions** segment revenues decreased \$14.9 million primarily due to a reduction in revenues derived from our prescreening and account management services sold directly to users, which resulted from increased pricing pressures and a decline in volumes due to a decrease in prescreening initiatives by our customers. Revenues were also impacted by a decline in prescreen revenues derived from the credit reporting agencies. In addition, revenues in the current period were adversely impacted by a true-up of royalty fees with one of the reporting agencies. We expect that competitive pricing pressures as well as reduced volumes due to weakness in the U.S. financial credit market will continue to adversely affect segment revenues in fiscal 2008.

During the nine months ended June 30, 2008 and 2007, revenues generated from our agreements with Equifax, TransUnion and Experian collectively accounted for approximately 19% of our total revenues, including revenues from these customers that are recorded in our other segments.

**Professional Services** segment revenues increased \$3.8 million due to an increase in implementation services for our collection and recovery, customer management and Blaze Advisor products. The decrease was partially offset by a decline in implementation services for our origination products.

**Analytic Software Tools** segment revenues increased \$5.1 million primarily due to an increase in sales of Blaze Advisor and model builder licenses, sales of products acquired in our acquisition of Dash Optimization Ltd. and increased maintenance revenue. The increase partially reflects the timing of Blaze Advisor sales, which includes large individual contracts. The increase in maintenance revenues was due to growth in our installed base of Blaze Advisor software applications.

**Table of Contents****Operating Expenses and Other Income (Expense)**

The following table sets forth certain summary information related to our statements of income for the fiscal periods indicated.

	Quarter Ended		Percentage of		Period-to-Period	
	June 30,		Revenues		Period-to-Period Change (In thousands)	Percentage Change
	2008	2007	2008	2007		
	(In thousands)					
Revenues	\$ 183,315	\$ 196,627	100%	100%	\$ (13,312)	(7)%
Operating expenses:						
Cost of revenues	68,709	65,291	38%	33%	3,418	5%
Research and development	18,779	16,917	10%	9%	1,862	11%
Selling, general and administrative	59,734	69,464	33%	35%	(9,730)	(14)%
Amortization of intangible assets	3,797	4,833	2%	3%	(1,036)	(21)%
Restructuring	2,176		1%		2,176	
Total operating expenses	153,195	156,505	84%	80%	(3,310)	(2)%
Operating income	30,120	40,122	16%	20%	(10,002)	(25)%
Interest income	1,707	3,382	1%	2%	(1,675)	(50)%
Interest expense	(5,203)	(3,240)	(3)%	(2)%	(1,963)	(61)%
Other income, net	1,478	42	1%		1,436	
Income before income taxes	28,102	40,306	15%	20%	(12,204)	(30)%
Provision for income taxes	9,304	14,194	5%	7%	(4,890)	(34)%
Income from continuing operations	18,798	26,112	10%	13%	(7,314)	(28)%
Income (loss) from discontinued operations	7,703	(2,344)	4%	(1)%	10,047	
Net income	\$ 26,501	\$ 23,768	14%	12%	2,733	11%
Number of employees at quarter end	2,597	2,760			(163)	(6)%

**Nine Months Ended**

June 30,  
2008 2007

Percentage of  
Revenues  
2008 2007

Period-to-Period  
Percentage  
Change Change

	<b>(In thousands)</b>				<b>(In thousands)</b>	
Revenues	\$ 566,655	\$ 585,466	100%	100%	\$ (18,811)	(3)%
Operating expenses:						
Cost of revenues	208,627	192,806	37%	33%	15,821	8%
Research and development	58,910	51,742	10%	9%	7,168	14%
Selling, general and administrative	187,858	203,679	33%	35%	(15,821)	(8)%
Amortization of intangible assets	10,481	16,585	2%	2%	(6,104)	(37)%
Restructuring	7,855		2%		7,855	
Gain on sale of product line assets		(1,541)			1,541	
Total operating expenses	473,731	463,271	84%	79%	10,460	2%
Operating income	92,924	122,195	16%	21%	(29,271)	(24)%
Interest income	5,942	10,287	1%	2%	(4,345)	(42)%
Interest expense	(13,461)	(9,146)	(2)%	(2)%	(4,315)	(47)%
Other income, net	2,095	80			2,015	
Income before income taxes	87,500	123,416	15%	21%	(35,916)	(29)%
Provision for income taxes	30,092	44,063	5%	7%	(13,971)	(32)%
Income from continuing operations	57,408	79,353	10%	14%	(21,945)	(28)%
Income (loss) from discontinued operations	2,766	(2,922)	1%	(1)%	5,688	
Net income	\$ 60,174	\$ 76,431	11%	13%	(16,257)	(21)%

**Table of Contents*****Cost of Revenues***

Cost of revenues consists primarily of employee salaries and benefits for personnel directly involved in creating, installing and supporting revenue products; travel and related overhead costs; costs of computer service bureaus; internal network hosting costs; amounts payable to credit reporting agencies for scores; software costs; and expenses related to our consumer score services through myFICO.com.

Cost of revenues as a percentage of revenues was 38% in the quarter ended June 30, 2008, as compared to 33% for the quarter ended June 30, 2007. The increase was driven by a decline in sales of our higher margin scoring solutions products and an increase in professional services projects, which generally have much lower profit margins. The quarter over quarter increase of \$3.4 million in cost of revenues resulted from a \$3.2 million increase in personnel and other labor-related costs and a \$1.2 million increase in facilities and infrastructure costs, partially offset by a \$1.0 million decrease in other costs. The increase in personnel and other labor-related costs was attributable primarily to an increase in salary and related benefit costs, which included the impact of annual staff salary increases, and an increase in third party staffing costs to support implementation and consulting services. The increase in facilities and infrastructure costs resulted from an increase in allocated costs associated with an increase in professional services activities.

The year-to-date period over period increase of \$15.8 million in cost of revenues resulted from a \$9.2 million increase in personnel and other labor-related costs, a \$3.1 million increase in facilities and infrastructure costs, a \$1.7 million increase in third-party software and data, a \$1.7 million increase in travel costs and a \$0.1 million increase in other costs. The overall increase in cost of revenues for the year-to date period was attributable to the same factors that affected the quarter over quarter comparison.

Over the next several quarters, we expect that cost of revenues as a percentage of revenues will be consistent with, or slightly lower than that incurred during the nine months ended June 30, 2008.

***Research and Development***

Research and development expenses include the personnel and related overhead costs incurred in development of new products and services, including primarily the research of mathematical and statistical models and the development of new versions of Strategy Machine Solutions and Analytic Software Tools.

The quarter over quarter increase of \$1.9 million in research and development expenditures was attributable to a \$1.2 million increase in personnel and related costs and a \$0.7 million increase in other costs. The increase in personnel and related costs was driven by additional staff to support product development initiatives and costs associated with annual salary adjustments. The increase was partially offset by a shift of employees to lower cost non-U.S. locations.

The year-to-date period over period increase of \$7.2 million in research and development expenditures was attributable primarily to a \$5.5 million increase in personnel and related costs, a \$0.9 million increase in facilities and infrastructure costs and a \$0.8 million increase in other costs. The increase in personnel and related costs was driven by additional staff to support product development initiatives and costs associated with annual salary adjustments. The increase was partially offset by a shift of employees to lower cost non-U.S. locations. The increase in facilities and infrastructure costs was attributable primarily to an increase in allocated facility and information system costs associated with increased development activities.

Over the next several quarters, we expect that research and development expenditures as a percentage of revenues will be consistent with or slightly greater than that incurred during the nine months ended June 30, 2008, primarily as a result of continued product development associated with decision management applications.

***Selling, General and Administrative***

Selling, general and administrative expenses consist principally of employee salaries and benefits, travel, overhead, advertising and other promotional expenses, corporate facilities expenses, legal expenses, business development expenses, and the cost of operating computer systems.

The quarter over quarter decrease of \$9.7 million in selling, general and administrative expenses was attributable to a \$7.9 million decrease in personnel and other labor-related costs, a \$1.5 million decrease in travel costs, a \$1.0 million decrease in facilities and infrastructure costs partially offset by a \$0.7 million net increase in other expenses. The decrease in personnel and labor-related costs



**Table of Contents**

related primarily to lower sales commissions which resulted from the decline in revenues, lower share-based compensation expense and a decline in salary and benefit costs resulting from staff reductions and a shift in resources to product development initiatives. The decline in share-based compensation was due to an overall decline in share-based grants and an increase in forfeitures. The decline in travel costs was driven by management programs focused on reducing discretionary expenses.

The year-to-date period over period decrease of \$15.8 million in selling, general and administrative expenses was attributable to a \$14.5 million decrease in personnel and other labor-related costs, a \$3.5 million decrease in facilities and infrastructure costs and a \$0.5 million net decrease in other expenses. The decline was partially offset by a \$2.7 million increase in legal fees, primarily associated with the VantageScore litigation. The decrease in personnel and labor-related costs resulted primarily from lower incentive costs, a decline in share-based compensation expense and lower sales commissions. The decline in share-based compensation was due to an overall decline in share-based grants and an increase in forfeitures. The decrease in facilities and infrastructure costs was attributable primarily to a decline in allocated costs resulting from a reduction in general and administrative activities.

Over the next several quarters, we expect that selling, general and administrative expenses as a percentage of revenues will be consistent with or slightly lower than, that incurred during the nine months ended June 30, 2008.

***Amortization of Intangible Assets***

Amortization of intangible assets consists of amortization expense related to intangible assets recorded in connection with acquisitions accounted for by the purchase method of accounting. Our definite-lived intangible assets, consisting primarily of completed technology and customer contracts and relationships, are being amortized using the straight-line method or based on forecasted cash flows associated with the assets over periods ranging from two to fifteen years.

The quarter over quarter decline of \$1.0 million in amortization expense was attributable to certain intangible assets associated with our fiscal 2002 acquisition of HNC Software Inc., becoming fully amortized last fiscal year. The decline was partially offset by amortization recorded in connection with intangible assets acquired in our acquisition of Dash Optimization, Ltd.

The year-to-date period over period decline of \$6.1 million was attributable to the same factors that affected the quarter over quarter comparison.

We test goodwill for impairment at the reporting unit level at least annually during the fourth quarter of each fiscal year and more frequently if impairment indicators are identified. Historically, we have had strong operating results and have determined that the carrying value of goodwill was not impaired. With the current weakness in the U.S. financial credit market, which primarily impacts our Strategy Machine Solutions and Scoring Solutions reporting units, we will continue to carefully monitor the performance of each of our reporting units using a more likely-than-not criteria for potential goodwill impairment each quarter.

***Restructuring***

During the quarter ended June 30, 2008, we recognized a charge of \$1.3 million to vacate excess leased space located in California. The charge represents future cash lease payments, net of sublease income, which will be paid out over the next five years. We also eliminated 43 positions and incurred charges of \$0.9 million for severance costs, which will be primarily paid in the fourth quarter of 2008.

During quarter ended March 31, 2008, we eliminated 190 positions across the company and incurred charges of \$5.3 million for severance costs. Cash payments for the severance costs were paid during the third quarter of fiscal 2008. We also recognized a \$0.8 million charge associated with vacating excess leased space located in Colorado. The charge represents future cash lease payments, net of sublease income, which will be paid out over the next three years.

***Gain on Sale of Product Line Assets***

In March 2007, we completed the sale of the assets and products associated with our mortgage banking solutions product line for \$15.8 million in cash. We recognized a \$1.5 million pre-tax gain on the sale.

***Interest Income***

Interest income is derived primarily from the investment of funds in excess of our immediate operating requirements. The quarter over quarter decrease in interest income of \$1.7 million was attributable to a decline in cash and marketable security investments and a



**Table of Contents**

decline in interest rates.

For the nine months ended June 30, 2008, compared with the same period last year, interest income declined by \$4.3 million. In addition to the factors described for the quarterly periods, the decline in interest income was partially the result of interest income that we recognized in the prior year period associated with the settlement of a state tax examination.

***Interest Expense***

Interest expense recorded during the quarter and nine months ended June 30, 2008 and 2007 relates to our 1.5% Senior Convertible Notes ( Senior Convertible Notes ) and interest associated with borrowing under our revolving credit facility. In addition, interest expense for the quarter and nine months ended June 30, 2008 also included interest on our Senior Notes that were issued in May 2008. The quarter over quarter increase in interest expense of \$2.0 million resulted from an increase in borrowings and interest on the Senior Notes, which have a higher weighted average interest rate as compared to our other debt obligations.

For the nine months ended June 30, 2008, compared with the same period last year, interest expense increased by \$4.3 million. The increase in interest expense resulted from an increase in average borrowings under our revolving credit facility and interest associated with our newly issued Senior Notes.

We anticipate that noteholders will require us to repurchase all or part of the Senior Convertible Notes as of August 15, 2008. We expect to repay the Senior Convertible Notes with available cash and borrowings under our credit agreement. Accordingly, we expect that interest expense will increase substantially in future periods.

***Other Expense, Net***

Other expense, net consists primarily of realized investment gains/losses, exchange rate gains/losses resulting from re-measurement of foreign-denominated receivable and cash balances held by our U.S. reporting entities into the U.S. dollar functional currency at period-end market rates, net of the impact of offsetting forward exchange contracts, and other non-operating items.

Other income, net was \$1.5 million for the quarter ended June 30, 2008, compared with other income, net of \$42,000 for the quarter ended June 30, 2007. The increase was partially due to \$0.8 million of dividend income that we recognized in the current quarter. In addition, we recognized a \$0.5 million gain on the redemption of \$100.0 million of Senior Convertible Notes during the quarter ended June 30, 2008.

Other income, net was \$2.1 million for the nine months ended June 30, 2008 compared with other income, net of \$80,000 for the nine months ended June 30, 2007. The increase in other income, net was partially due to foreign exchange currency gains of \$0.3 million that were recognized in the nine months ended June 30, 2008, compared with foreign exchange currency losses of \$0.8 million recorded in the prior year nine-month period. In addition, we recognized gains of \$0.9 million on the redemption of \$123.7 million of Senior Convertible Notes during the nine months ended June 30, 2008.

***Provision for Income Taxes***

Our effective tax rate was 33.1% and 35.2% during the quarters ended June 30, 2008 and 2007, respectively, and 34.4% and 35.7% during the nine months ended June 30, 2008 and 2007, respectively. The provision for income taxes during interim quarterly reporting periods is based on our estimates of the effective tax rates for the respective full fiscal year.

Our effective tax rate for the quarter and nine months ended June 30, 2008, was positively impacted by improved operating results in certain foreign jurisdictions, an increase in the manufacturing deduction and tax benefits that had a larger impact on our tax rate due to lower pre-tax income.

**Table of Contents****Operating Income**

The following table sets forth certain summary information on a segment basis related to our operating income for the fiscal periods indicated.

Segment	Quarter Ended		Period-to-Period Change	Period-to-Period Percentage Change
	2008	June 30, 2007		
	(In thousands)			
Strategy Machine Solutions	\$ 14,306	\$ 19,868	\$ (5,562)	(28)%
Scoring Solutions	21,715	30,364	(8,649)	(28)%
Professional Services	1,599	(405)	2,004	
Analytic Software Tools	1,431	(1,772)	3,203	
Segment operating income	39,051	48,055	(9,004)	(19)%
Unallocated share-based compensation	(6,755)	(7,933)	1,178	15%
Unallocated restructuring	(2,176)		(2,176)	
Operating income	\$ 30,120	\$ 40,122	(10,002)	(25)%

Segment	Nine Months Ended		Period-to-Period Change	Period-to-Period Percentage Change
	2008	June 30, 2007		
	(In thousands)			
Strategy Machine Solutions	\$ 43,239	\$ 58,294	\$ (15,055)	(26)%
Scoring Solutions	69,837	86,380	(16,543)	(19)%
Professional Services	4,236	4,717	(481)	(10)%
Analytic Software Tools	4,923	(1,164)	6,087	
Segment operating income	122,235	148,227	(25,992)	(18)%
Unallocated share-based compensation	(21,456)	(27,573)	6,117	22%
Unallocated restructuring	(7,855)		(7,855)	
Unallocated gain on sale of product line assets		1,541	(1,541)	100%
Operating income	\$ 92,924	\$ 122,195	(29,271)	(24)%

The quarter over quarter decrease of \$10.0 million in operating income was attributable to a decline in revenues and the impact of restructuring expenses. The decrease in operating income was partially offset by a reduction in segment operating expenses and lower share-based compensation expense. At the segment level, the decline in operating income was driven by decreases of \$8.6 million in segment operating income in our Scoring Solutions segment and \$5.6 million in segment operating income in our Strategy Machine Solutions segment. These decreases were partially offset by a \$3.2 million increase in segment operating income within our Analytical Software Tools segment and a \$2.0 million increase in segment operating income in our Professional Services segment. The decrease in Scoring Solutions segment operating income was attributable primarily to a decline in revenues derived from the credit reporting agencies and prescreening services that we provided directly to users. In addition, segment income declined on higher legal expenses. The decrease in Strategy Machine Solutions segment operating income was

attributable primarily to a decline in revenues. The decrease in segment income was partially offset by a decrease in operating expenses due to lower sales commissions, lower staff costs resulting from reductions associated with our reengineering plan and lower amortization expense. In our Analytic Software Tools segment, increased segment operating income was due to an increase in sales of licenses for our DM products and a decline in operating expenses. The increase in Professional Services segment operating income was the result of higher revenues, which more than offset increased personnel and third party staff costs that were required to support increased professional services activities.

The year-to-date period over period decrease of \$29.3 million in operating income was attributable to a decline in revenues, an increase in segment operating expenses and the impact of restructuring expenses. The decrease in operating income was partially offset by a reduction in share-based compensation expense. At the segment level, the decline in operating income was driven by

**Table of Contents**

decreases of \$16.5 million in segment operating income in our Scoring Solutions segment, \$15.1 million in segment operating income in our Strategy Machine Solutions segment, and \$0.5 million in segment operating income in our Professional Services segment. These decreases were partially offset by a \$6.1 million increase in segment operating income within our Analytical Software Tools segment. The decrease in Scoring Solutions segment operating income was attributable primarily to a decline in revenues derived from prescreening services that we provide directly to users in financial services and a decline in revenues derived from the credit reporting agencies. In addition, segment income declined on higher legal expenses. The decrease in Strategy Machine Solutions segment operating income was attributable to a decline in revenues and an increase in product development costs. The decrease in segment income was partially offset by lower incentive costs and lower amortization expense. The decrease in Professional Services segment operating income was the result of higher personnel costs to support increased professional service activities, which more than offset the increase in revenues. In our Analytic Software Tools segment, higher segment operating income was due to an increase in sales of licenses for our DM products.

**Discontinued Operations**

In March 2008, we entered into a definitive agreement for the sale of our Insurance Bill Review business unit. On April 30, 2008, the company completed the sale of the business unit for \$14.2 million of cash, which is subject to a final working capital adjustment as defined under the agreement.

We recorded a \$4.2 million after-tax loss related to the disposition in our quarter ended March 31, 2008 as the carrying value of the net assets of the business exceeded the sales price. In the third quarter ended June 30, 2008, we recorded a tax benefit of approximately \$7.6 million from the sale, which represents tax deductions related to intangible assets of the business that could not be recognized prior to the sale transaction. With the tax benefit, the overall after-tax gain on the sale was \$3.4 million.

**Capital Resources and Liquidity*****Cash Flows from Operating Activities***

Our primary method for funding operations and growth has been through cash flows generated from operating activities. Net cash provided by operating activities decreased from \$129.2 million during the nine months ended June 30, 2007 to \$113.8 million during the nine months ended June 30, 2008. Operating cash flows were negatively impacted by the decline in earnings during the nine months ended June 30, 2008, cash paid for a legal settlement and cash paid for incentive payments that were accrued last year. Operating cash flows were positively impacted by a decrease in trade receivables of \$13.6 million, which resulted from the timing of cash receipts and improvements made to our collections process.

***Cash Flows from Investing Activities***

Net cash used in investing activities totaled \$26.6 million during the nine months ended June 30, 2008, compared to net cash provided by investing activities of \$11.1 million in the nine months ended June 30, 2007. The change in cash flows from investing activities was primarily attributable to \$33.3 million of cash paid for the acquisition of Dash Optimization Ltd., \$14.2 million of cash we received from the sale of our Insurance Bill Review business unit, \$13.9 million of cash received last year from the sale of our mortgage banking solutions product line, a \$16.1 million decrease in proceeds from sales and maturities of marketable securities, net of purchases, and a \$10.0 million investment we made last year in a company that is developing predictive analytic solutions for healthcare providers.

***Cash Flows from Financing Activities***

Net cash used by financing activities totaled \$80.0 million in the nine months ended June 30, 2008, compared to net cash used by financing activities of \$126.8 million in the nine months ended June 30, 2007. The change in cash flows from financing activities was primarily due to a \$165.8 million decrease in common stock repurchased, a \$132.0 million net repayment of borrowings under our revolving credit facility and a \$57.7 million decrease in proceeds from the issuance of common stock under employee stock plans. We also repurchased \$123.7 million of our senior convertible notes in the open market and issued \$275 million of Senior Notes. Proceeds from the issuance of Senior Notes were used to reduce the amount outstanding under our revolving credit facility and repurchase Senior Convertible Notes.

***Repurchases of Common Stock***

From time to time, we repurchase our common stock in the open market pursuant to programs approved by our Board of Directors.

**Table of Contents**

During the nine months ended June 30, 2008, we expended \$116.6 million in connection with our repurchase of common stock under such programs.

In November 2007, our Board of Directors approved a new common stock repurchase program that replaced a previous program. The new program allows us to purchase shares of our common stock up to an aggregate cost of \$250.0 million. As of June 30, 2008, we had \$148.2 million remaining under this authorization.

***Dividends***

During the quarter ended June 30, 2008, we paid a quarterly dividend of two cents per common share, which is representative of the eight cents per year dividend we have paid in recent years. Our dividend rate is set by the Board of Directors on a quarterly basis taking into account a variety of factors, including among others, our operating results and cash flows, general economic and industry conditions, our obligations, changes in applicable tax laws and other factors deemed relevant by the Board. Although we expect to continue to pay dividends at the current rate, our dividend rate is subject to change from time to time based on the Board's business judgment with respect to these and other relevant factors.

***1.5% Senior Convertible Notes***

In August 2003, we issued \$400.0 million of Senior Convertible Notes that mature on August 15, 2023. The Senior Convertible Notes become convertible into shares of Fair Isaac common stock, subject to the conditions described below, at an initial conversion price of \$43.9525 per share, subject to adjustments for certain events. The initial conversion price is equivalent to a conversion rate of approximately 22.7518 shares of Fair Isaac common stock per \$1,000 principal amount of the Senior Convertible Notes. Holders may surrender their Senior Convertible Notes for conversion, if any of the following conditions is satisfied: (i) prior to August 15, 2021, during any fiscal quarter, if the closing price of our common stock for at least 20 trading days in the 30 consecutive trading day period ending on the last day of the immediately preceding fiscal quarter is more than 120% of the conversion price per share of our common stock on the corresponding trading day; (ii) at any time after the closing sale price of our common stock on any date after August 15, 2021 is more than 120% of the then current conversion price; (iii) during the five consecutive business day period following any 10 consecutive trading day period in which the average trading price of a Senior Note was less than 98% of the average sale price of our common stock during such 10 trading day period multiplied by the applicable conversion rate; provided, however, if, on the day before the conversion date, the closing price of our common stock is greater than 100% of the conversion price but less than or equal to 120% of the conversion price, then holders converting their notes may receive, in lieu of our common stock based on the applicable conversion rate, at our option, cash or common stock with a value equal to 100% of the principal amount of the notes on the conversion date; (iv) if we have called the Senior Convertible Notes for redemption; or (v) if we make certain distributions to holders of our common stock or we enter into specified corporate transactions. The conversion price of the Senior Convertible Notes will be adjusted upon the occurrence of certain dilutive events as described in the indenture, which include but are not limited to: (i) dividends, distributions, subdivisions, or combinations of our common stock; (ii) issuance of rights or warrants for the purchase of our common stock under certain circumstances; (iii) the distribution to all or substantially all holders of our common stock of shares of our capital stock, evidences of indebtedness, or other non-cash assets, or rights or warrants; (iv) the cash dividend or distribution to all or substantially all holders of our common stock in excess of certain levels; and (v) certain tender offer activities by us or any of our subsidiaries.

The Senior Convertible Notes are senior unsecured obligations of Fair Isaac and rank equal in right of payment with all of our unsecured and unsubordinated indebtedness. The Senior Convertible Notes are effectively subordinated to all of our existing and future secured indebtedness and existing and future indebtedness and other liabilities of our subsidiaries. The Senior Convertible Notes bear regular interest at an annual rate of 1.5%, payable on August 15 and February 15 of each year until August 15, 2008. Beginning August 15, 2008, regular interest will accrue at the rate of 1.5%, and be due and payable upon the earlier to occur of redemption, repurchase, or final maturity. In addition, the Senior Convertible Notes bear contingent interest during any six-month period from August 15 to February 14 and from February 15 to August 14, commencing with the six-month period beginning August 15, 2008, if the average trading price of the Senior Convertible Notes for the five trading day period immediately preceding the first day of the applicable six-month period equals 120% or more of the sum of the principal amount of, plus accrued and unpaid

regular interest on, the Senior Convertible Notes. The amount of contingent interest payable on the Senior Convertible Notes in respect to any six-month period will equal 0.25% per annum of the average trading price of the Senior Convertible Notes for the five trading day period immediately preceding such six-month period.

We may redeem for cash all or part of the Senior Convertible Notes on and after August 15, 2008, at a price equal to 100% of the principal amount of the Senior Convertible Notes, plus accrued and unpaid interest. Holders may require us to repurchase for cash all or part of the remaining Senior Convertible Notes outstanding on August 15, 2008, August 15, 2013 and August 15, 2018, or upon a

**Table of Contents**

change in control, at a price equal to 100% of the principal amount of the Senior Convertible Notes being repurchased, plus accrued and unpaid interest.

On March 31, 2005, we completed an exchange offer for the Senior Convertible Notes, whereby holders of approximately 99.9% of the total principal amount of our Senior Convertible Notes exchanged their existing securities for new 1.5% Senior Convertible Notes, Series B ( New Notes ). The terms of the New Notes are similar to the terms of the Senior Convertible Notes described above, except that: (i) upon conversion, we will pay holders cash in an amount equal to the lesser of the principal amount of such notes and the conversion value of such notes, and to the extent such conversion value exceeds the principal amount of the notes, the remainder of the conversion obligation in cash or common shares or combination thereof; (ii) in the event of a change of control, we may be required in certain circumstances to pay a make-whole premium on the New Notes converted in connection with the change of control and (iii) if the conversion condition in the first clause (iii) in the third paragraph preceding this paragraph is triggered and the closing price of our common stock is greater than 100% of the conversion price but less than or equal to 120% of the conversion price, the holders converting New Notes shall receive cash with a value equal to 100% of the principal amount of New Notes on the conversion date.

As of June 30, 2008, \$267.3 million of the Senior Convertible Notes remain outstanding and are classified as short-term debt in our consolidated condensed balance sheet, because noteholders may require us to repurchase for cash all or part of the Senior Convertible Notes on August 15, 2008.

***Credit Agreement***

In October 2006, we entered into a five-year unsecured revolving credit facility with a syndicate of banks. In July 2007, we entered into an amended and restated credit agreement that increased the revolving credit facility from \$300 million to \$600 million. Proceeds from the credit facility can be used for working capital and general corporate purposes and may also be used for the refinancing of existing debt, acquisitions, and the repurchase of the Company's common stock. Interest on amounts borrowed under the credit facility is based on (i) a base rate, which is the greater of (a) the prime rate and (b) the Federal Funds rate plus 0.50% or (ii) LIBOR plus an applicable margin. The margin on LIBOR borrowings ranges from 0.30% to 0.55% and is determined based on our consolidated leverage ratio. In addition, we must pay utilization fees if borrowings and commitments under the credit facility exceed 50% of the total credit facility commitment, as well as facility fees. The credit facility contains certain restrictive covenants, including maintenance of consolidated leverage and fixed charge coverage ratios. The credit facility also contains covenants typical of unsecured facilities. As of June 30, 2008, we had \$38.0 million of borrowings outstanding under the credit facility at an average interest rate of 3.125%.

***Senior Notes***

On May 7, 2008, we issued \$275 million of Senior Notes in a private placement to a group of institutional investors. The Senior Notes were issued in four series with maturities ranging from 5 to 10 years. The Senior Notes weighted average interest rate is 6.8% and the weighted average maturity is 7.9 years. The Senior Notes are subject to certain restrictive covenants that are essentially similar to the credit agreement and include maintenance of consolidated leverage and fixed charge coverage ratios. The issuance of the Senior Notes also required us to make certain covenants typical of unsecured facilities.

***Capital Resources and Liquidity Outlook***

As of June 30, 2008, we had \$232.3 million in cash, cash equivalents and marketable security investments. We believe that these balances, as well as borrowings from our \$600 million revolving credit facility, proceeds from our newly issued Senior Notes and anticipated cash flows from operating activities, will be sufficient to fund our working and other capital requirements and any repayment of existing debt, including the possible retirement of our Senior Convertible Notes, over the course of the next twelve months and for the foreseeable future. In the normal course of business, we evaluate the merits of acquiring technology or businesses, or establishing strategic relationships with or investing in these businesses. We may elect to use available cash and cash equivalents and marketable security investments to fund such activities in the future. In the event additional needs for cash arise, we may raise additional funds from a combination of sources, including the potential issuance of debt or equity securities. Additional financing might not be available on terms favorable to us, or at all. If adequate funds were not available or were not available on acceptable terms, our ability to take advantage of unanticipated opportunities or respond to competitive

pressures could be limited.

**Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on

**Table of Contents**

our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources.

**Critical Accounting Policies and Estimates**

We prepare our consolidated financial statements in conformity with U.S. generally accepted accounting principles. These accounting principles require management to make certain judgments and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. We periodically evaluate our estimates including those relating to revenue recognition, the allowance for doubtful accounts, goodwill and other intangible assets resulting from business acquisitions, internal-use software, income taxes and contingencies and litigation. We base our estimates on historical experience and various other assumptions that we believe to be reasonable based on the specific circumstances, the results of which form the basis for making judgments about the carrying value of certain assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

We believe the following critical accounting policies involve the most significant judgments and estimates used in the preparation of our consolidated financial statements:

***Revenue Recognition***

Software license fee revenue is recognized when persuasive evidence of an arrangement exists, delivery of the product has occurred at our customer's location, the fee is fixed or determinable and collection is probable. We use the residual method to recognize revenue when an arrangement includes one or more elements to be delivered at a future date and vendor-specific objective evidence ( VSOE ) of the fair value of all undelivered elements exists. VSOE of fair value is based on the normal pricing practices for those products and services when sold separately by us and customer renewal rates for post-contract customer support services. Under the residual method, the fair value of the undelivered elements is deferred and the remaining portion of the arrangement fee is recognized as revenue. If evidence of the fair value of one or more undelivered elements does not exist, the revenue is deferred and recognized when delivery of those elements occurs or when fair value can be established. The determination of whether fees are fixed or determinable and collection is probable involves the use of assumptions. We evaluate contract terms and customer information to ensure that these criteria are met prior to our recognition of license fee revenue. Changes to the elements in a software arrangement, the ability to identify VSOE for those elements, the fair value of the respective elements, and change to a product's estimated life cycle could materially impact the amount of earned and unearned revenue.

When software licenses are sold together with implementation or consulting services, license fees are recognized upon delivery provided that the above criteria are met, payment of the license fees is not dependent upon the performance of the services, and the services do not provide significant customization or modification of the software products and are not essential to the functionality of the software that was delivered. For arrangements with services that are essential to the functionality of the software, the license and related service revenues are recognized using contract accounting as described below.

If at the outset of an arrangement we determine that the arrangement fee is not fixed or determinable, revenue is deferred until the arrangement fee becomes fixed or determinable, assuming all other revenue recognition criteria have been met. If at the outset of an arrangement we determine that collectibility is not probable, revenue is deferred until the earlier of when collectibility becomes probable or the receipt of payment. If there is uncertainty as to the customer's acceptance of our deliverables, revenue is not recognized until the earlier of receipt of customer acceptance, expiration of the acceptance period, or when we can demonstrate we meet the acceptance criteria.

Revenues from post-contract customer support services, such as software maintenance, are recognized on a straight-line basis over the term of the support period. The majority of our software maintenance agreements provide technical support as well as unspecified software product upgrades and releases when and if made available by us during the term of the support period.

Revenues recognized from our credit scoring, data processing, data management and internet delivery services are recognized as these services are performed, provided persuasive evidence of an arrangement exists, fees are fixed or determinable, and collection is reasonably assured. The determination of certain of our credit scoring and data

processing revenues requires the use of estimates, principally related to transaction volumes in instances where these volumes are reported to us by our clients on a monthly or quarterly basis in arrears. In these instances, we estimate transaction volumes based on preliminary customer transaction information, if available, or based on average actual reported volumes for an immediate trailing period. Differences between our estimates and actual final volumes reported are recorded in the period in which actual volumes are reported. We have not experienced significant

**Table of Contents**

variances between our estimates and actual reported volumes in the past and anticipate that we will be able to continue to make reasonable estimates in the future. If for some reason we were unable to reasonably estimate transaction volumes in the future, revenue may be deferred until actual customer data was received, and this could have a material impact on our results of operations during the period of time that we changed accounting methods.

Transactional or unit-based license fees under software license arrangements, network service and internally-hosted software agreements are recognized as revenue based on system usage or when fees based on system usage exceed monthly minimum license fees, provided persuasive evidence of an arrangement exists, fees are fixed or determinable and collection is probable. The determination of certain of our transactional or unit-based license fee revenues requires the use of estimates, principally related to transaction usage or active account volumes in instances where this information is reported to us by our clients on a monthly or quarterly basis in arrears. In these instances, we estimate transaction volumes based on preliminary customer transaction information, if available, or based on average actual reported volumes for an immediate trailing period. Differences between our estimates and actual final volumes reported are recorded in the period in which actual volumes are reported. We have not experienced significant variances between our estimates and actual reported volumes in the past and anticipate that we will be able to continue to make reasonable estimates in the future. If for some reason we were unable to reasonably estimate customer account or transaction volumes in the future, revenue would be deferred until actual customer data was received, and this could have a material impact on our consolidated results of operations.

We provide consulting, training, model development and software integration services under both hourly-based time and materials and fixed-priced contracts. Revenues from these services are generally recognized as the services are performed. For fixed-price service contracts, we apply the percentage-of-completion method of contract accounting to determine progress towards completion, which requires the use of estimates. In such instances, management is required to estimate the input measures, generally based on hours incurred to date compared to total estimated hours of the project, with consideration also given to output measures, such as contract milestones, when applicable. Adjustments to estimates are made in the period in which the facts requiring such revisions become known and, accordingly, recognized revenues and profits are subject to revisions as the contract progresses to completion. Estimated losses, if any, are recorded in the period in which current estimates of total contract revenue and contract costs indicate a loss. If substantive uncertainty related to customer acceptance of services exists, we apply the completed contract method of accounting and defer the associated revenue until the contract is completed. If we are unable to accurately estimate the input measures used for percentage-of-completion accounting, revenue would be deferred until the contract is complete, and this could have a material impact on our consolidated results of operations.

Revenue recognized under the percentage-of-completion method in excess of contract billings is recorded as an unbilled receivable. Such amounts are generally billable upon reaching certain performance milestones as defined by individual contracts. Billings collected in advance of performance and recognition of revenue under contracts are recorded as deferred revenue.

In certain of our non-software arrangements, we enter into contracts that include the delivery of a combination of two or more of our service offerings. Typically, such multiple element arrangements incorporate the design and development of data management tools or systems and an ongoing obligation to manage, host or otherwise run solutions for our customer. Such arrangements are divided into separate units of accounting provided that the delivered item has stand-alone value and there is objective and reliable evidence of the fair value of the undelivered items. The total arrangement fee is allocated to the undelivered elements based on their fair values and to the initial delivered elements using the residual method. Revenue is recognized separately, and in accordance with our revenue recognition policy, for each element.

As described above, sometimes our customer arrangements have multiple deliverables, including service elements. Generally, our multiple element arrangements fall within the scope of specific accounting standards that provide guidance regarding the separation of elements in multiple-deliverable arrangements and the allocation of consideration among those elements (e.g., American Institute of Certified Public Accountants Statement of Position ( SOP ) No. 97-2, *Software Revenue Recognition*, as amended). If not, we apply the separation provisions of Emerging Issues Task Force ( EITF ) Issue No. 00-21, *Revenue Arrangements with Multiple Deliverables*. The provisions of EITF Issue No. 00-21 require us to unbundle multiple element arrangements into separate units of accounting when the delivered

element(s) has stand-alone value and fair value of the undelivered element(s) exists. When we are able to unbundle the arrangement into separate units of accounting, we apply one of the accounting policies described above to each unit. If we are unable to unbundle the arrangement into separate units of accounting, we apply one of the accounting policies described above to the entire arrangement and this could have a material impact on our consolidated results of operations. Sometimes this results in recognizing the entire arrangement fee when delivery of the last element in a multiple element arrangement occurs. For example, if the last undelivered element is a service, we recognize revenue for the entire arrangement fee as the service is performed, or if no pattern of performance is discernable, we recognize revenue on a straight-line basis over the term of the arrangement.

**Table of Contents**

We record revenue on a net basis for those sales in which we have in substance acted as an agent or broker in the transaction.

***Allowance for Doubtful Accounts***

We make estimates regarding the collectibility of our accounts receivable. When we evaluate the adequacy of our allowance for doubtful accounts, we analyze specific accounts receivable balances, historical bad debts, customer creditworthiness, current economic trends and changes in our customer payment cycles. Material differences may result in the amount and timing of expense for any period if we were to make different judgments or utilize different estimates. If the financial condition of our customers deteriorates resulting in an impairment of their ability to make payments, additional allowances might be required. We have not experienced significant variances in the past between our estimated and actual doubtful accounts and anticipate that we will be able to continue to make reasonable estimates in the future. If for some reason we did not reasonably estimate the amount of our doubtful accounts in the future, it could have a material impact on our consolidated results of operations.

***Business Acquisitions; Valuation of Goodwill and Other Intangible Assets***

Our business acquisitions typically result in the recognition of goodwill and other intangible assets, and in certain cases non-recurring charges associated with the write-off of in-process research and development ( IPR&D ), which affect the amount of current and future period charges and amortization expense. Goodwill represents the excess of the purchase price over the fair value of net assets acquired, including identified intangible assets, in connection with our business combinations accounted for by the purchase method of accounting. We amortize our definite-lived intangible assets using the straight-line method or based on forecasted cash flows associated with the assets over the estimated useful lives, while IPR&D is recorded as a non-recurring charge on the acquisition date. Goodwill is not amortized, but rather is periodically assessed for impairment.

The determination of the value of these components of a business combination, as well as associated asset useful lives, requires management to make various estimates and assumptions. Critical estimates in valuing certain of the intangible assets include but are not limited to: future expected cash flows from product sales and services, maintenance agreements, consulting contracts, customer contracts, and acquired developed technologies and patents or trademarks; expected costs to develop the IPR&D into commercially viable products and estimating cash flows from the projects when completed; the acquired company's brand awareness and market position, as well as assumptions about the period of time the acquired products and services will continue to be used in our product portfolio; and discount rates. Management's estimates of fair value and useful lives are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable. Unanticipated events and circumstances may occur and assumptions may change. Estimates using different assumptions could also produce significantly different results.

We continually review the events and circumstances related to our financial performance and economic environment for factors that would provide evidence of the impairment of our intangible assets. When impairment indicators are identified with respect to our previously recorded intangible assets, then we test for impairment using undiscounted cash flows. If such tests indicate impairment, then we measure the impairment as the difference between the carrying value of the asset and the fair value of the asset, which is measured using discounted cash flows. Significant management judgment is required in forecasting of future operating results, which are used in the preparation of the projected discounted cash flows and should different conditions prevail, material write downs of net intangible assets and other long-lived assets could occur. We periodically review the estimated remaining useful lives of our acquired intangible assets. A reduction in our estimate of remaining useful lives, if any, could result in increased amortization expense in future periods.

We test goodwill for impairment at the reporting unit level at least annually during the fourth quarter of each fiscal year and more frequently if impairment indicators are identified. We have determined that our reporting units are the same as our reportable segments. The first step of the goodwill impairment test is a comparison of the fair value of a reporting unit to its carrying value. We estimate the fair values of our reporting units using discounted cash flow valuation models and by comparing our reporting units to guideline publicly-traded companies. These methods require estimates of our future revenues, profits, capital expenditures, working capital, and other relevant factors, as well as selecting appropriate guideline publicly-traded companies for each reporting unit. We estimate these amounts by

evaluating historical trends, current budgets, operating plans, industry data, and other relevant factors. The estimated fair value of each of our reporting units exceeded its respective carrying value in fiscal 2007, indicating the underlying goodwill of each reporting unit was not impaired as of our most recent testing date. Accordingly, we were not required to complete the second step of the goodwill impairment test. The timing and frequency of our goodwill impairment test is based on an ongoing assessment of events and circumstances that would more than likely reduce the fair value of a reporting unit below its carrying value. We will continue to monitor our goodwill balance and conduct formal tests on at least an annual basis or earlier when impairment indicators are present. There are various assumptions and estimates underlying the determination of an impairment loss, and estimates using different, but each reasonable, assumptions could produce significantly different results and materially affect the determination

**Table of Contents**

of fair value and/or goodwill impairment for each reporting unit. We believe that the assumptions and estimates utilized were appropriate based on the information available to management. The timing and recognition of impairment losses by us in the future, if any, may be highly dependent upon our estimates and assumptions.

***Share-Based Compensation***

Prior to October 1, 2005, we accounted for our share-based employee compensation plans under the measurement and recognition provisions of Accounting Principles Board ( APB ) Opinion No. 25, *Accounting for Stock Issued to Employees*, and related Interpretations, as permitted by Financial Accounting Standards Board ( FASB ) SFAS No. 123, *Accounting for Stock-Based Compensation*. We generally recorded no employee compensation expense for options granted prior to October 1, 2005 as options granted generally had exercise prices equal to the fair market value of our common stock on the date of grant. We also recorded no compensation expense in connection with our 1999 Employee Stock Purchase Plan as the purchase price of the stock was not less than 85% of the lower of the fair market value of our common stock at the beginning of each offering period or at the end of each offering period. In accordance with SFAS No. 123, we disclosed our net income and earnings per share as if we had applied the fair value-based method in measuring compensation expense for our share-based incentive awards.

Effective October 1, 2005, we adopted the fair value recognition provisions of SFAS No. 123(R), *Share-Based Payment*, using the modified prospective transition method. Under that transition method, compensation expense that we recognize beginning on that date includes expense associated with the fair value of all awards granted on and after October 1, 2005, and expense for the unvested portion of previously granted awards outstanding on October 1, 2005. Results for prior periods have not been restated.

We estimate the fair value of options granted using the Black-Scholes option valuation model. We estimate the volatility of our common stock at the date of grant based on a combination of the implied volatility of publicly traded options on our common stock and our historical volatility rate, consistent with SFAS No. 123(R) and Securities and Exchange Commission Staff Accounting Bulletin No. 107 ( SAB 107 ). Our decision to use implied volatility was based upon the availability of actively traded options on our common stock and our assessment that implied volatility is more representative of future stock price trends than historical volatility. Beginning in fiscal 2008, we estimated the expected term of options granted based on historical exercise patterns. In fiscal 2006 and 2007, we estimated expected term consistent with the simplified method identified in SAB 107 for share-based awards. We elected to use the simplified method as we changed the contractual life for share-based awards from ten to seven years starting in fiscal 2006. The simplified method calculates the expected term as the average of the vesting and contractual terms of the award. Prior to fiscal 2006, we estimated expected term based on historical exercise patterns. The dividend yield assumption is based on historical dividend payouts. The risk-free interest rate assumption is based on observed interest rates appropriate for the term of our employee options. We use historical data to estimate pre-vesting option forfeitures and record share-based compensation expense only for those awards that are expected to vest. For options granted, we amortize the fair value on a straight-line basis. All options are amortized over the requisite service periods of the awards, which are generally the vesting periods. If factors change we may decide to use different assumptions under the Black-Scholes option valuation model in the future, which could materially affect our share-based compensation expense, net income and earnings per share.

***Income Taxes***

We use the asset and liability approach to account for income taxes. This methodology recognizes deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax base of assets and liabilities and operating loss and tax credit carryforwards. We then record a valuation allowance to reduce deferred tax assets to an amount that more likely than not will be realized. We consider future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for the valuation allowance, which requires the use of estimates. If we determine during any period that we could realize a larger net deferred tax asset than the recorded amount, we would adjust the deferred tax asset to increase income for the period or reduce goodwill if such deferred tax asset relates to an acquisition. Conversely, if we determine that we would be unable to realize a portion of our recorded deferred tax asset, we would adjust the deferred tax asset to record a charge to income for the period or increase goodwill if such deferred tax asset relates to an acquisition. Although we believe that our estimates are reasonable, there is no assurance that our the valuation allowance will not need to be increased

to cover additional deferred tax assets that may not be realizable, and such an increase could have a material adverse impact on our income tax provision and results of operations in the period in which such determination is made. In addition, the calculation of tax liabilities also involves significant judgment in estimating the impact of uncertainties in the application of complex tax laws. Resolution of these uncertainties in a manner inconsistent with management's expectations could also have a material impact on our income tax provision and results of operations in the period in which such determination is made.

**Table of Contents*****Contingencies and Litigation***

We are subject to various proceedings, lawsuits and claims relating to products and services, technology, labor, shareholder and other matters. We are required to assess the likelihood of any adverse outcomes and the potential range of probable losses in these matters. If the potential loss is considered probable and the amount can be reasonably estimated, we accrue a liability for the estimated loss. If the potential loss is considered less than probable or the amount cannot be reasonably estimated, disclosure of the matter is considered. The amount of loss accrual or disclosure, if any, is determined after analysis of each matter, and is subject to adjustment if warranted by new developments or revised strategies. Due to uncertainties related to these matters, accruals or disclosures are based on the best information available at the time. Significant judgment is required in both the assessment of likelihood and in the determination of a range of potential losses. Revisions in the estimates of the potential liabilities could have a material impact on our consolidated financial position or consolidated results of operations.

***New Accounting Pronouncements Not Yet Adopted***

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measures* ( SFAS 157 ), which defines fair value, establishes a framework for measuring fair value and expands disclosures about assets and liabilities measured at fair value. The statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. We are in the process of determining what effect, if any, the adoption of SFAS No. 157 will have on our consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets & Financial Liabilities Including an Amendment of SFAS No. 115* ( SFAS 159 ). SFAS 159 permits companies to choose to measure certain financial instruments and other items at fair value. The standard requires that unrealized gains and losses are reported in earnings for items measured using the fair value option. SFAS 159 will become effective for fiscal years beginning after November 15, 2007. We are in the process of determining what effect, if any, the adoption of SFAS 159 will have on our consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141(R), *Business Combinations* ( SFAS 141(R) ) which states that all business combinations will result in all assets and liabilities of an acquired business being recorded at their fair values. Certain forms of contingent consideration and acquired contingencies will be recorded at fair value at the acquisition date. SFAS 141(R) also states acquisition costs will generally be expensed as incurred and restructuring costs will be expensed in periods after the acquisition date. This statement is effective for financial statement issued for fiscal years beginning after December 15, 2008. We are in the process of determining what effect, if any, the adoption of SFAS 141(R) will have on our consolidated financial statements.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements* ( SFAS 160 ). SFAS 160 clarifies that a noncontrolling or minority interest in a subsidiary is considered an ownership interest and, accordingly, requires all entities to report such interests in subsidiaries as equity in the consolidated financial statements. SFAS 160 is effective for fiscal years beginning after December 15, 2008. We are in the process of determining what effect, if any, the adoption of SFAS 160 will have on our consolidated financial statements.

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB statement No. 133* ( SFAS 161 ). SFAS 161 expands the disclosure requirements about an entity's derivative instruments and hedging activities. SFAS 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. We are in the process of determining what effect, if any, the adoption of SFAS No. 161 will have on our consolidated financial statements.

In May 2008, the FASB issued FASB Staff Position ( FSP ) APB 14-a, *Accounting for Convertible Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)*. The FSP requires that proceeds from the issuance of convertible debt instruments be allocated between debt (at a discount) and an equity component. The debt discount will be amortized over the period the convertible debt is expected to be outstanding as additional non-cash interest expense. This FSP is effective for fiscal years beginning after December 15, 2008, and will be applied retrospectively to prior periods. This FSP changes the accounting treatment for our Senior Convertible Notes, which were issued in August 2003. The new accounting treatment requires us to retrospectively record a significant amount of non-cash interest as the discount on the debt is amortized. We are in the process of determining what effect,

if any, the adoption of this FSP will have on our consolidated financial statements.

**Table of Contents****Item 3. Quantitative and Qualitative Disclosures About Market Risk****Market Risk Disclosures**

We are exposed to market risk related to changes in interest rates, equity market prices, and foreign currency exchange rates. We do not use derivative financial instruments for speculative or trading purposes.

**Interest Rate Risk**

We maintain an investment portfolio consisting mainly of income securities with an average maturity of three years or less. These available-for-sale securities are subject to interest rate risk and will fall in value if market interest rates increase. We have the ability to hold our fixed income investments until maturity, and therefore we would not expect our operating results or cash flows to be affected to any significant degree by the effect of a sudden change in market interest rates on our securities portfolio. The following table presents the principal amounts and related weighted-average yields for our investments with interest rate risk at June 30, 2008 and September 30, 2007:

	June 30, 2008			September 30, 2007		
	Cost Basis	Carrying Amount	Average Yield	Cost Basis	Carrying Amount	Average Yield
			(dollars in thousands)			
Cash and cash equivalents	\$ 102,876	\$ 102,876	2.53%	\$ 95,286	\$ 95,284	4.43%
Short-term investments	52,790	52,895	3.42%	125,293	125,327	5.21%
Long-term investments	71,038	71,263	3.64%	7,517	7,530	5.33%
	\$ 226,704	\$ 227,034	3.09%	\$ 228,096	\$ 228,141	4.89%

We are the issuer of 1.5% Senior Convertible Notes ( Senior Convertible Notes ) that mature in August 2023. The fair value of our Senior Convertible Notes, as determined based on quoted market prices, may increase or decrease due to various factors, including fluctuations in the market price of our common stock, fluctuations in market interest rates and fluctuations in general economic conditions. The following table presents the principal amounts, carrying amounts, and fair values for our Senior Convertible Notes at June 30, 2008 and September 30, 2007:

	June 30, 2008			September 30, 2007		
	Principal	Carrying Amount	Fair Value	Principal	Carrying Amount	Fair Value
			(In thousands)			
Senior Convertible Notes	\$ 267,259	\$ 267,259	\$ 264,920	\$ 390,963	\$ 390,963	\$ 391,452

We have interest rate risk with respect to our five-year \$600 million unsecured revolving credit facility. Interest rates are applied to amounts outstanding under this facility at variable rates based on Federal Funds rate plus 0.50% or LIBOR plus margins that range from 0.30% to 0.55% based on our consolidated leverage ratio. A change in interest rates on this variable rate debt impacts the interest incurred and cash flows, but does not impact the fair value of the instrument. As of June 30, 2008 we had \$38 million of borrowings outstanding on this facility and we had \$170 million borrowings outstanding as of September 30, 2007.

**Forward Foreign Currency Contracts**

We maintain a program to manage our foreign currency exchange rate risk on existing foreign currency receivable and bank balances by entering into forward contracts to sell or buy foreign currency. At period end, foreign-denominated receivables and cash balances held by our U.S. reporting entities are remeasured into the U.S. dollar functional currency at current market rates. The change in value from this remeasurement is then reported as a foreign exchange gain or loss for that period in our accompanying consolidated statements of income and the resulting gain or loss on the forward contract mitigates the exchange rate risk of the associated assets. All of our forward foreign currency contracts have maturity periods of less than three months. Such derivative financial instruments are subject to market risk.



**Table of Contents**

The following table summarizes our outstanding forward foreign currency contracts, by currency at June 30, 2008:

	Contract Amount		Fair Value US\$
	Foreign Currency	US\$ (In thousands)	
Sell foreign currency:			
Canadian Dollar (CAD)	CAD 700	\$ 692	\$
	EUR		
EURO (EUR)	8,550	13,471	
	YEN		
Japanese Yen (YEN)	109,300	1,038	
Buy foreign currency:			
British Pound (GBP)	GBP 1,241	2,470	

The forward foreign currency contracts were all entered into on June 30, 2008, therefore, the fair value was \$0 on that date.

**Item 4. Controls and Procedures*****Evaluation of Disclosure Controls and Procedures***

An evaluation was carried out under the supervision and with the participation of Fair Isaac's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of Fair Isaac's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this quarterly report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that Fair Isaac's disclosure controls and procedures are effective to ensure that information required to be disclosed by Fair Isaac in reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and (ii) accumulated and communicated to the Chief Executive Officer and Chief Financial Officer to allow timely decisions regarding required disclosure.

***Changes in Internal Control over Financial Reporting***

No change in Fair Isaac's internal control over financial reporting was identified in connection with the evaluation required by Rule 13a-15(d) of the Exchange Act that occurred during the period covered by this quarterly report and that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II OTHER INFORMATION****Item 1. Legal Proceedings**

On October 11, 2006, we filed a lawsuit in the U.S. District Court for the District of Minnesota captioned Fair Isaac Corporation and myFICO Consumer Services Inc. v. Equifax Inc., Equifax Information Services LLC, Experian Information Solutions, Inc., TransUnion LLC, VantageScore Solutions LLC, and Does I through X. The lawsuit primarily relates to the development, marketing, and distribution of VantageScore, a credit score product developed by VantageScore Solutions LLC, which is jointly owned by the three national credit reporting companies. We allege in the lawsuit violations of antitrust laws, unfair competitive practices and false advertising, trademark infringement, and breach of contract. We are seeking injunctive relief, and compensatory and punitive damages. The defendants have made no counterclaims against Fair Isaac in the lawsuit. On June 6, 2008, we entered into a settlement agreement with Equifax Inc. and Equifax Information Services LLC, and on June 13, 2008, Equifax Inc. and Equifax Information Services LLC were formally dismissed from this lawsuit. We continue to pursue our claims against all other defendants, with trial expected in mid-2009.

**Item 1A. Risk Factors****Risks Related to Our Business**

***We have expanded the pursuit of our DM strategy, and we may not be successful, which could cause our growth prospects and results of operations to suffer.***

We have expanded the pursuit of our business objective to become a leader in helping businesses automate and improve decisions across their enterprises, an approach that we commonly refer to as Decision Management, or DM. Our DM strategy is designed to

**Table of Contents**

enable us to increase our business by selling multiple products to clients, as well as to enable the development of custom client solutions that may lead to opportunities to develop new proprietary scores or other new proprietary products. The market may be unreceptive to this general DM business approach, including being unreceptive to purchasing multiple products from us or unreceptive to our customized solutions. If our DM strategy is not successful, we may not be able to grow our business, growth may occur more slowly than we anticipate or our revenues and profits may decline.

***We derive a substantial portion of our revenues from a small number of products and services, and if the market does not continue to accept these products and services, our revenues will decline.***

As we implement our DM strategy, we expect that revenues derived from our scoring solutions, account management solutions, fraud solutions, originations, collections and recovery solutions products and services will continue to account for a substantial portion of our total revenues for the foreseeable future. Our revenues will decline if the market does not continue to accept these products and services. Factors that might affect the market acceptance of these products and services include the following:

changes in the business analytics industry;

changes in technology;

our inability to obtain or use state fee schedule or claims data in our insurance products;

saturation of market demand;

loss of key customers;

industry consolidation;

failure to execute our client-centric selling approach; and

inability to successfully sell our products in new vertical markets.

***If we are unable to access new markets or develop new distribution channels, our business and growth prospects could suffer.***

We expect that part of the growth that we seek to achieve through our DM strategy will be derived from the sale of DM products and service solutions in industries and markets we do not currently serve. We also expect to grow our business by delivering our DM solutions through additional distribution channels. If we fail to penetrate these industries and markets to the degree we anticipate utilizing our DM strategy, or if we fail to develop additional distribution channels, we may not be able to grow our business, growth may occur more slowly than we anticipate or our revenues and profits may decline.

***If we are unable to develop successful new products or if we experience defects, failures and delays associated with the introduction of new products, our business could suffer serious harm.***

Our growth and the success of our DM strategy depends upon our ability to develop and sell new products or suites of products. If we are unable to develop new products, or if we are not successful in introducing new products, we may not be able to grow our business, or growth may occur more slowly than we anticipate. In addition, significant undetected errors or delays in new products or new versions of products may affect market acceptance of our products and could harm our business, financial condition or results of operations. In the past, we have experienced delays while developing and introducing new products and product enhancements, primarily due to difficulties developing models, acquiring data and adapting to particular operating environments. We have also experienced errors or bugs in our software products, despite testing prior to release of the products. Software errors in our products could affect the ability of our products to work with other hardware or software products, could delay the development or release of new products or new versions of products and could adversely affect market acceptance of our products. Errors or defects in our products that are significant, or are perceived to be significant, could result in rejection of our products,

damage to our reputation, loss of revenues, diversion of development resources, an increase in product liability claims, and increases in service and support costs and warranty claims.

***We rely on relatively few customers, as well as our contracts with the three major credit reporting agencies, for a significant portion of our revenues and profits. If the terms of these relationships change, our revenues and operating results could decline.***

Most of our customers are relatively large enterprises, such as banks, credit card processors, insurance companies, healthcare firms, retailers and telecommunications carriers. As a result, many of our customers and potential customers are significantly larger than we are and may have sufficient bargaining power to demand reduced prices and favorable nonstandard terms.

We also derive a substantial portion of our revenues and operating income from our contracts with the three major credit reporting agencies, TransUnion, Equifax and Experian, and other parties that distribute our products to certain markets. We are also currently involved in litigation with TransUnion and Experian arising from their development and marketing of a credit scoring product

**Table of Contents**

competitive with our products. We have asserted various claims, including unfair competition, antitrust, and breach of contract against these credit reporting agencies and their collective joint venture entity, VantageScore, LLC. This litigation could have a material adverse effect on our relationship with one or more of the major credit reporting agencies, or with major customers.

The loss of or a significant change in a relationship with a major customer, the loss of or a significant change in a relationship with one of the major credit reporting agencies with respect to their distribution of our products or with respect to our myFICO® offerings, the loss of or a significant change in a relationship with a significant third-party distributor or the delay of significant revenues from these sources, could have a material adverse effect on our revenues and results of operations.

***We rely on relationships with third parties for marketing, distribution and certain services. If we experience difficulties in these relationships, our future revenues may be adversely affected.***

Our Scoring Solutions segment and Strategy Machine Solutions segment rely on distributors, and we intend to continue to market and distribute our products through existing and future distributor relationships. Our Scoring Solutions segment relies on, among others, TransUnion, Equifax and Experian. Failure of our existing and future distributors to generate significant revenues, demands by such distributors to change the terms on which they offer our products or our failure to establish additional distribution or sales and marketing alliances could have a material adverse effect on our business, operating results and financial condition. In addition, certain of our distributors presently compete with us and may compete with us in the future either by developing competitive products themselves or by distributing competitive offerings. For example, TransUnion, Equifax and Experian have developed a credit scoring product to compete directly with our products and are collectively attempting to sell the product. Competition from distributors or other sales and marketing partners could significantly harm sales of our products and services.

***If we do not engage in acquisition activity to the extent we have in the past, we may be unable to increase our revenues at historical growth rates.***

Our historical revenue growth has been augmented by numerous acquisitions, and we anticipate that acquisitions may continue to be an important part of our revenue growth. Our future revenue growth rate may decline if we do not make acquisitions of similar size and at a comparable rate as in the past.

***If we engage in acquisitions, significant investments in new businesses, or divestitures of existing businesses, we will incur a variety of risks, any of which may adversely affect our business.***

We have made in the past, and may make in the future, acquisitions of, or significant investments in, businesses that offer complementary products, services and technologies. Any acquisitions or investments will be accompanied by the risks commonly encountered in acquisitions of businesses, which may include:

failure to achieve the financial and strategic goals for the acquired and combined business;

overpayment for the acquired companies or assets;

difficulty assimilating the operations and personnel of the acquired businesses;

product liability and other exposure associated with acquired businesses or the sale of their products;

disruption of our ongoing business;

dilution of our existing stockholders and earnings per share;

unanticipated liabilities, legal risks and costs;

retention of key personnel;

distraction of management from our ongoing business; and

impairment of relationships with employees and customers as a result of integration of new management personnel.

We have also divested ourselves of businesses in the past and may do so again in the future. Any divestitures will be accompanied by the risks commonly encountered in the sale of businesses, which may include:

disruption of our ongoing business;

reductions of our revenues or earnings per share;

unanticipated liabilities, legal risks and costs;

the potential loss of key personnel;

distraction of management from our ongoing business; and

impairment of relationships with employees and customers as a result of migrating a business to new owners.

## **Table of Contents**

These risks could harm our business, financial condition or results of operations, particularly if they occur in the context of a significant acquisition. Acquisitions of businesses having a significant presence outside the U.S. will increase our exposure to the risks of conducting operations in international markets.

### ***The occurrence of certain negative events may cause fluctuations in our stock price.***

The market price of our common stock may be volatile and could be subject to wide fluctuations due to a number of factors, including variations in our revenues and operating results. We believe that you should not rely on period-to-period comparisons of financial results as an indication of future performance. Because many of our operating expenses are fixed and will not be affected by short-term fluctuations in revenues, short-term fluctuations in revenues may significantly impact operating results. Additional factors that may cause our stock price to fluctuate include the following:

variability in demand from our existing customers;

failure to meet the expectations of market analysts;

changes in recommendations by market analysts;

the lengthy and variable sales cycle of many products, combined with the relatively large size of orders for our products, increases the likelihood of short-term fluctuation in revenues;

consumer dissatisfaction with, or problems caused by, the performance of our products;

the timing of new product announcements and introductions in comparison with our competitors;

the level of our operating expenses;

changes in competitive conditions in the consumer credit, financial services and insurance industries;

fluctuations in domestic and international economic conditions;

our ability to complete large installations on schedule and within budget;

acquisition-related expenses and charges; and

timing of orders for and deliveries of software systems.

In addition, the financial markets have experienced significant price and volume fluctuations that have particularly affected the stock prices of many technology companies, and these fluctuations sometimes have been unrelated to the operating performance of these companies. Broad market fluctuations, as well as industry-specific and general economic conditions may adversely affect the market price of our common stock.

***Our products have long and variable sales cycles. If we do not accurately predict these cycles, we may not forecast our financial results accurately, and our stock price could be adversely affected.***

We experience difficulty in forecasting our revenues accurately because the length of our sales cycles makes it difficult for us to predict the quarter in which sales will occur. In addition, our ICN selling approach is more complex than our prior sales approach because it emphasizes the sale of complete DM solutions involving multiple products or services across our customers' organizations. This makes forecasting of revenues in any given period more difficult. As a result of our ICN approach and lengthening sales cycles, revenues and operating results may vary significantly from period to period. For example, the sales cycle for licensing our products typically ranges from 60 days to 18 months. Customers are often cautious in making decisions to acquire our products, because purchasing our products typically involves a significant commitment of capital, and may involve shifts by the customer to a new software and/or hardware platform or changes in the customer's operational procedures. Since our DM strategy contemplates the sale of multiple decision solutions to a customer, expenditures by any given customer are expected

to be larger than with our prior sales approach. This may cause customers to make purchasing decisions more cautiously. Delays in completing sales can arise while customers complete their internal procedures to approve large capital expenditures and test and accept our applications. Consequently, we face difficulty predicting the quarter in which sales to expected customers will occur and experience fluctuations in our revenues and operating results. If we are unable to accurately forecast our revenues, our stock price could be adversely affected.

***We typically have revenue-generating transactions concentrated in the final weeks of a quarter, which may prevent accurate forecasting of our financial results and cause our stock price to decline.***

Large portions of our software license agreements are consummated in the weeks immediately preceding quarter end. Before these agreements are consummated, we create and rely on forecasted revenues for planning, modeling and earnings guidance. Forecasts, however, are only estimates and actual results may vary for a particular quarter or longer periods of time. Consequently, significant

**Table of Contents**

discrepancies between actual and forecasted results could limit our ability to plan, budget or provide accurate guidance, which could adversely affect our stock price. Any publicly-stated revenue or earnings projections are subject to this risk.

***The failure to recruit and retain additional qualified personnel could hinder our ability to successfully manage our business.***

Our DM strategy and our future success will depend in large part on our ability to attract and retain experienced sales, consulting, research and development, marketing, technical support and management personnel. The complexity of our products requires highly trained customer service and technical support personnel to assist customers with product installation and deployment. The labor market for these individuals is very competitive due to the limited number of people available with the necessary technical skills and understanding and may become more competitive with general market and economic improvement. We cannot be certain that our compensation strategies will be perceived as competitive by current or prospective employees. This could impair our ability to recruit and retain personnel. We have experienced difficulty in recruiting qualified personnel, especially technical, sales and consulting personnel, and we may need additional staff to support new customers and/or increased customer needs. We may also recruit skilled technical professionals from other countries to work in the United States. Limitations imposed by immigration laws in the United States and abroad and the availability of visas in the countries where we do business could hinder our ability to attract necessary qualified personnel and harm our business and future operating results. There is a risk that even if we invest significant resources in attempting to attract, train and retain qualified personnel, we will not succeed in our efforts, and our business could be harmed. Nonappreciation in the value of our stock may adversely affect our ability to use equity and equity based incentive plans to attract and retain personnel, and may require us to use alternative and more expensive forms of compensation for this purpose.

***The failure to obtain certain forms of model construction data from our customers or others could harm our business.***

We must develop or obtain a reliable source of sufficient amounts of current and statistically relevant data to analyze transactions and update our products. In most cases, these data must be periodically updated and refreshed to enable our products to continue to work effectively in a changing environment. We do not own or control much of the data that we require, most of which is collected privately and maintained in proprietary databases. Customers and key business alliances provide us with the data we require to analyze transactions, report results and build new models. Our DM strategy depends in part upon our ability to access new forms of data to develop custom and proprietary analytic tools. If we fail to maintain sufficient data sourcing relationships with our customers and business alliances, or if they decline to provide such data due to legal privacy concerns, competition concerns, prohibitions or a lack of permission from their customers, we could lose access to required data and our products, and the development of new products might become less effective. In addition, certain of our insurance solutions products use data from state workers' compensation fee schedules adopted by state regulatory agencies. Third parties have asserted copyright interests in these data, and these assertions, if successful, could prevent us from using these data. Any interruption of our supply of data could seriously harm our business, financial condition or results of operations.

***We will continue to rely upon proprietary technology rights, and if we are unable to protect them, our business could be harmed.***

Our success depends, in part, upon our proprietary technology and other intellectual property rights. To date, we have relied primarily on a combination of copyright, patent, trade secret, and trademark laws, and nondisclosure and other contractual restrictions on copying and distribution to protect our proprietary technology. This protection of our proprietary technology is limited, and our proprietary technology could be used by others without our consent. In addition, patents may not be issued with respect to our pending or future patent applications, and our patents may not be upheld as valid or may not prevent the development of competitive products. Any disclosure, loss, invalidity of, or failure to protect our intellectual property could negatively impact our competitive position, and ultimately, our business. There can be no assurance that our protection of our intellectual property rights in the United States or abroad will be adequate or that others, including our competitors, will not use our proprietary technology without our consent. Furthermore, litigation may be necessary to enforce our intellectual property rights, to protect our trade secrets, or to determine the validity and scope of the proprietary rights of others. Such litigation could result in

substantial costs and diversion of resources and could harm our business, financial condition or results of operations.

Some of our technologies were developed under research projects conducted under agreements with various U.S. government agencies or subcontractors. Although we have commercial rights to these technologies, the U.S. government typically retains ownership of intellectual property rights and licenses in the technologies developed by us under these contracts, and in some cases can terminate our rights in these technologies if we fail to commercialize them on a timely basis. Under these contracts with the U.S. government, the results of research may be made public by the government, limiting our competitive advantage with respect to future products based on our research.

## **Table of Contents**

### ***If we are subject to infringement claims, it could harm our business.***

We expect that products in the industry segments in which we compete, including software products, will increasingly be subject to claims of patent and other intellectual property infringement as the number of products and competitors in our industry segments grow. We may need to defend claims that our products infringe intellectual property rights, and as a result we may:

incur significant defense costs or substantial damages;

be required to cease the use or sale of infringing products;

expend significant resources to develop or license a substitute noninfringing technology;

discontinue the use of some technology; or

be required to obtain a license under the intellectual property rights of the third party claiming infringement, which license may not be available or might require substantial royalties or license fees that would reduce our margins.

### ***Breaches of security, or the perception that e-commerce is not secure, could harm our business.***

Our business requires the appropriate and secure utilization of consumer and other sensitive information. Internet-based electronic commerce requires the secure transmission of confidential information over public networks, and several of our products are accessed through the Internet, including our consumer services accessible through the www.myfico.com website. Security breaches in connection with the delivery of our products and services, including products and services utilizing the Internet, or well-publicized security breaches, and the trend toward broad consumer and general public notification of such incidents, could significantly harm our business, financial condition or results of operations. We cannot be certain that advances in criminal capabilities, discovery of new vulnerabilities, attempts to exploit vulnerabilities in our systems, data thefts, physical system or network break-ins or inappropriate access, or other developments will not compromise or breach the technology protecting the networks that access our net-sourced products, consumer services and proprietary database information.

### ***Protection from system interruptions is important to our business. If we experience a sustained interruption of our telecommunication systems, it could harm our business.***

Systems or network interruptions could delay and disrupt our ability to develop, deliver or maintain our products and services, causing harm to our business and reputation and resulting in loss of customers or revenue. These interruptions can include fires, floods, earthquakes, power losses, equipment failures and other events beyond our control.

## **Risks Related to Our Industry**

### ***Our ability to increase our revenues will depend to some extent upon introducing new products and services. If the marketplace does not accept these new products and services, our revenues may decline.***

We have a significant share of the available market in portions of our Scoring Solutions segment and for certain services in our Strategy Machine Solutions segment, specifically, the markets for account management services at credit card processors and credit card fraud detection software. To increase our revenues, we must enhance and improve existing products and continue to introduce new products and new versions of existing products that keep pace with technological developments, satisfy increasingly sophisticated customer requirements and achieve market acceptance. We believe much of the future growth of our business and the success of our DM strategy will rest on our ability to continue to expand into newer markets for our products and services, such as direct marketing, healthcare, insurance, small business lending, retail, telecommunications, personal credit management, the design of business strategies using Strategy Science technology and Internet services. These areas are relatively new to our product development and sales and marketing personnel. Products that we plan to market in the future are in various stages of development. We cannot assure you that the marketplace will accept these products. If our current or potential customers are not willing to switch to or adopt our new products and services, our revenues will decrease.

### ***If we fail to keep up with rapidly changing technologies, our products could become less competitive or obsolete.***

In our markets, technology changes rapidly, and there are continuous improvements in computer hardware, network operating systems, programming tools, programming languages, operating systems, database technology and the use of the Internet. If we fail to enhance our current products and develop new products in response to changes in technology or industry standards, or if we fail to bring product enhancements or new product developments to market quickly enough, our products could rapidly become less competitive or obsolete. For example, the rapid growth of the Internet environment creates new opportunities, risks and uncertainties

**Table of Contents**

for businesses, such as ours, which develop software that must also be designed to operate in Internet, intranet and other online environments. Our future success will depend, in part, upon our ability to:

innovate by internally developing new and competitive technologies;

use leading third-party technologies effectively;

continue to develop our technical expertise;

anticipate and effectively respond to changing customer needs;

initiate new product introductions in a way that minimizes the impact of customers delaying purchases of existing products in anticipation of new product releases; and

influence and respond to emerging industry standards and other technological changes.

***If our competitors introduce new products and pricing strategies, it could decrease our product sales and market share, or could pressure us to reduce our product prices in a manner that reduces our margins.***

We may not be able to compete successfully against our competitors, and this inability could impair our capacity to sell our products. The market for business analytics is new, rapidly evolving and highly competitive, and we expect competition in this market to persist and intensify. Our regional and global competitors vary in size and in the scope of the products and services they offer, and include:

in-house analytic and systems developers;

scoring model builders;

enterprise resource planning (ERP) and customer relationship management (CRM) packaged solutions providers;

business intelligence solutions providers;

credit report and credit score providers;

business process management solution providers;

process modeling tools providers;

automated application processing services providers;

data vendors;

neural network developers and artificial intelligence system builders;

third-party professional services and consulting organizations;

account/workflow management software providers; and

software tools companies supplying modeling, rules, or analytic development tools.

We expect to experience additional competition from other established and emerging companies, as well as from other technologies. For example, certain of our fraud solutions products compete against other methods of preventing credit card fraud, such as credit cards that contain the cardholder's photograph, smart cards, cardholder verification and

authentication solutions and other card authorization techniques. Many of our anticipated competitors have greater financial, technical, marketing, professional services and other resources than we do, and industry consolidation is creating even larger competitors in many of our markets. As a result, our competitors may be able to respond more quickly to new or emerging technologies and changes in customer requirements. They may also be able to devote greater resources than we can to develop, promote and sell their products. Many of these companies have extensive customer relationships, including relationships with many of our current and potential customers. Furthermore, new competitors or alliances among competitors may emerge and rapidly gain significant market share. For example, TransUnion, Equifax and Experian have formed an alliance that has developed a credit scoring product competitive with our products. If we are unable to respond as quickly or effectively to changes in customer requirements as our competition, our ability to expand our business and sell our products will be negatively affected.

Our competitors may be able to sell products competitive to ours at lower prices individually or as part of integrated suites of several related products. This ability may cause our customers to purchase products that directly compete with our products from our competitors. Price reductions by our competitors could negatively impact our margins, and could also harm our ability to obtain new long-term contracts and renewals of existing long-term contracts on favorable terms.

**Table of Contents**

***Legislation that is enacted by the U.S. Congress, the states, Canadian provinces, and other countries, and government regulations that apply to us or to our customers may expose us to liability, affect our ability to compete in certain markets, limit the profitability of or demand for our products, or render our products obsolete. If these laws and regulations require us to change our current products and services, it could adversely affect our business and results of operations.***

Legislation and governmental regulation affect how our business is conducted and, in some cases, subject us to the possibility of future lawsuits arising from our products and services. Globally, legislation and governmental regulation also influence our current and prospective customers' activities, as well as their expectations and needs in relation to our products and services. Both our core businesses and our newer initiatives are affected globally by federal, regional, provincial, state and other jurisdictional regulations, including those in the following significant regulatory areas:

Use of data by creditors and consumer reporting agencies. Examples in the U.S. include the Fair Credit Reporting Act ( FCRA ), the Fair and Accurate Credit Transactions Act ( FACTA ), which amends FCRA, and certain proposed regulations and studies mandated by FACTA, under consideration;

Laws and regulations that limit the use of credit scoring models such as state mortgage trigger laws, state inquiries laws, state insurance restrictions on the use of credit based insurance scores, and the Consumer Credit Directive in the European Union.

Fair lending practices, such as the Equal Credit Opportunity Act ( ECOA ) and Regulation B.

Privacy and security laws and regulations that limit the use and disclosure of personally identifiable information or require security procedures, including but not limited to the provisions of the Financial Services Modernization Act of 1999, also known as the Gramm Leach Bliley Act ( GLBA ); FACTA; the Health Insurance Portability and Accountability Act of 1996 ( HIPAA ); the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 ( USA Patriot Act ); identity theft, file freezing, security breach notification and similar state privacy laws;

Extension of credit to consumers through the Electronic Fund Transfers Act, as well as nongovernmental VISA and MasterCard electronic payment standards;

Regulations applicable to secondary market participants such as Fannie Mae and Freddie Mac that could have an impact on our products;

Insurance laws and regulations applicable to our insurance clients and their use of our insurance products and services;

The application or extension of consumer protection laws, including, laws governing the use of the Internet and telemarketing, and credit repair;

Laws and regulations applicable to operations in other countries, for example, the European Union's Privacy Directive and the Foreign Corrupt Practices Act; and

Sarbanes-Oxley Act ( SOX ) requirements to maintain and verify internal process controls, including controls for material event awareness and notification.

In making credit evaluations of consumers, or in performing fraud screening or user authentication, our customers are subject to requirements of multiple jurisdictions, which may impose onerous and contradictory requirements. Privacy legislation such as GLBA or the European Union's Privacy Directive may also affect the nature and extent of the products or services that we can provide to customers, as well as our ability to collect, monitor and disseminate

information subject to privacy protection. In addition to existing regulation, changes in legislative, judicial, regulatory or consumer environments could harm our business, financial condition or results of operations. These regulations and amendments to them could affect the demand for or profitability of some of our products, including scoring and consumer products. New regulations pertaining to financial institutions could cause them to pursue new strategies, reducing the demand for our products.

***Our revenues depend, to a great extent, upon conditions in the consumer credit, financial services and insurance industries. If any of our clients' industries experiences a downturn, it could harm our business, financial condition or results of operations.***

During fiscal 2007, 73% of our revenues were derived from sales of products and services to the consumer credit, financial services and insurance industries. A downturn in the consumer credit, the financial services or the insurance industry, including a downturn caused by increases in interest rates or a tightening of credit, among other factors, could harm our business, financial condition or results of operations. While the rate of account growth in the U.S. bankcard industry has been slowing and many of our large institutional customers have merged and consolidated in recent years, we have generated most of our revenue growth from our bankcard-related scoring and account management businesses by selling and cross-selling our products and services to large banks and other credit issuers. As this industry continues to consolidate, we may have fewer opportunities for revenue growth due to changing demand for our products and services that support customer acquisition programs of our customers. In addition, industry

**Table of Contents**

consolidation could affect the base of recurring revenues derived from contracts in which we are paid on a per-transaction basis if consolidated customers combine their operations under one contract. There can be no assurance that we will be able effectively to promote future revenue growth in our businesses.

While we are expanding our sales of consumer credit, financial services and insurance products and services into international markets, the risks are greater as we are less well-known, and some of these markets are in their infancy.

**Risk Related to External Conditions**

*If any of a number of material adverse developments occurs in general economic conditions and world events, such developments could affect demand for our products and services and harm our business.*

Purchases of technology products and services and decisioning solutions are subject to adverse economic conditions. When an economy is struggling, companies in many industries delay or reduce technology purchases, and we experience softened demand for our decisioning solutions and other products and services. If global economic conditions slow, or if there is an escalation in regional or continued global conflicts or terrorism, we may experience reductions in capital expenditures by our customers, longer sales cycles, deferral or delay of purchase commitments for our products and increased price competition, which may adversely affect our business and results of operations.

*In operations outside the United States, we are subject to unique risks that may harm our business, financial condition or results of operations.*

A growing portion of our revenues is derived from international sales. During fiscal 2007, 31% of our revenues were derived from business outside the United States. As part of our growth strategy, we plan to continue to pursue opportunities outside the United States, including opportunities in countries with economic systems that are in early stages of development and that may not mature sufficiently to result in growth for our business. Accordingly, our future operating results could be negatively affected by a variety of factors arising out of international commerce, some of which are beyond our control. These factors include:

general economic and political conditions in countries where we sell our products and services;

difficulty in staffing and efficiently managing our operations in multiple geographic locations and in various countries;

effects of a variety of foreign laws and regulations, including restrictions on access to personal information;

import and export licensing requirements;

longer payment cycles;

reduced protection for intellectual property rights;

currency fluctuations;

changes in tariffs and other trade barriers; and

difficulties and delays in translating products and related documentation into foreign languages.

There can be no assurance that we will be able to successfully address each of these challenges in the near term. Additionally, some of our business will be conducted in currencies other than the U.S. dollar. Foreign currency transaction gains and losses are not currently material to our cash flows, financial position or results of operations. However, an increase in our foreign revenues could subject us to increased foreign currency transaction risks in the future.

In addition to the risk of depending on international sales, we have risks incurred in having research and development personnel located in various international locations. We currently have a substantial portion of our product development staff in international locations, some of which have political and developmental risks. If such risks materialize, our business could be damaged.

***Our antitakeover defenses could make it difficult for another company to acquire control of Fair Isaac, thereby limiting the demand for our securities by certain types of purchasers or the price investors are willing to pay for our stock.***

Certain provisions of our Restated Certificate of Incorporation, as amended, could make a merger, tender offer or proxy contest involving us difficult, even if such events would be beneficial to the interests of our stockholders. These provisions include adopting a Shareholder Rights Agreement, commonly known as a poison pill, and giving our board the ability to issue preferred stock and determine the rights and designations of the preferred stock at any time without stockholder approval. The rights of the holders of our common stock will be subject to, and may be adversely affected by, the rights of the holders of any preferred stock that may be issued in the future. The issuance of preferred stock, while providing flexibility in connection with possible acquisitions and other corporate purposes, could have the effect of making it more difficult for a third party to acquire, or discouraging a third party from acquiring, a

**Table of Contents**

majority of our outstanding voting stock. These factors and certain provisions of the Delaware General Corporation Law may have the effect of deterring hostile takeovers or otherwise delaying or preventing changes in control or changes in our management, including transactions in which our stockholders might otherwise receive a premium over the fair market value of our common stock.

*If we experience changes in tax laws or adverse outcomes resulting from examination of our income tax returns, it could adversely affect our results of operations.*

We are subject to federal and state income taxes in the United States and in certain foreign jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes. Our future effective tax rates could be adversely affected by changes in tax laws, by our ability to generate taxable income in foreign jurisdictions in order to utilize foreign tax losses, and by the valuation of our deferred tax assets. In addition, we are subject to the examination of our income tax returns by the Internal Revenue Service and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from such examinations to determine the adequacy of our provision for income taxes. There can be no assurance that the outcomes from such examinations will not have an adverse effect on our operating results and financial condition.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds****Issuer Purchases of Equity Securities (1)**

<b>Period</b>	<b>Total Number of Shares Purchased (2)</b>	<b>Average Price Paid per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b>	<b>Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs</b>
April 1, 2008 through April 30, 2008		\$		\$ 157,847,712
May 1, 2008 through May 31, 2008	4,574	\$ 25.14		\$ 157,847,712
June 1, 2008 through June 30, 2008	414,024	\$ 23.40	414,024	\$ 148,161,062
	418,598	\$ 23.42	414,024	\$ 148,161,062

(1) In November 2007, our Board of Directors approved a new common stock repurchase program that replaces our previous program and allows us to purchase shares of our common

stock up to an aggregate cost of \$250.0 million in the open market or through negotiated transactions. The November 2007 program does not have a fixed expiration date.

- (2) Includes 4,574 shares delivered in satisfaction of the tax withholding obligations resulting from the vesting of restricted stock units held by employees during the quarter ended June 30, 2008.

**Item 3. *Defaults Upon Senior Securities***

Not applicable.

**Item 4. *Submission of Matters to a Vote of Security Holders***

Not applicable.

**Item 5. *Other Information***

Not applicable.

**Table of Contents**

**Item 6. Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
10.1	Form of Note Purchase Agreement, dated May 7, 2008, between Fair Isaac Corporation and the Purchasers listed on Schedule A thereto, which includes as Exhibits 1-4 the form of Senior Note for each of Series A, B, C and D (excluding certain schedules and exhibits thereto, which Fair Isaac Corporation agrees to furnish to the Securities and Exchange Commission upon request). (Incorporated by reference to Exhibit 10.1 to Fair Isaac's Form 8-K filed on May 13, 2008.)
31.1	Rule 13a-14(a)/15d-14(a) Certifications of CEO.
31.2	Rule 13a-14(a)/15d-14(a) Certifications of CFO.
32.1	Section 1350 Certification of CEO.
32.2	Section 1350 Certification of CFO.

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FAIR ISAAC CORPORATION

DATE: August 5, 2008

By /s/ CHARLES M. OSBORNE

Charles M. Osborne  
*Executive Vice President, Chief  
Financial Officer  
(for Registrant as duly authorized  
officer and  
as Principal Financial Officer)*

DATE: August 5, 2008

By /s/ MICHAEL J. PUNG

Michael J. Pung  
*Vice President, Finance  
(Principal Accounting Officer)*

44

---

**Table of Contents**

**EXHIBIT INDEX**  
**To Fair Isaac Corporation Report On Form 10-Q**  
**For The Quarterly Period Ended June 30, 2008**

<b>Exhibit Number</b>	<b>Description</b>	
10.1	Form of Note Purchase Agreement, dated May 7, 2008, between Fair Isaac Corporation and the Purchasers listed on Schedule A thereto, which includes as Exhibits 1-4 the form of Senior Note for each of Series A, B, C and D (excluding certain schedules and exhibits thereto, which Fair Isaac Corporation agrees to furnish to the Securities and Exchange Commission upon request).	Incorporated by Reference
31.1	Rule 13a-14(a)/15d-14(a) Certifications of CEO.	Filed Electronically
31.2	Rule 13a-14(a)/15d-14(a) Certifications of CFO.	Filed Electronically
32.1	Section 1350 Certification of CEO.	Filed Electronically
32.2	Section 1350 Certification of CFO.	Filed Electronically