

FAIR ISAAC CORP
Form 424B3
February 23, 2004

Prospectus Supplement No. 2

Filed pursuant to Rule 424(b)(3)

(To Prospectus dated January 8, 2004)

Registration No. 333-111460

\$400,000,000

FAIR ISAAC CORPORATION

1.5% Senior Convertible Notes Due August 15, 2023

This prospectus supplement relates to the resale by the holders of the notes and the shares of our common stock issuable upon conversion of the notes. We will not receive any of the proceeds from the sale of the notes or the underlying shares of common stock by any of the selling securityholders.

You should read this prospectus supplement together with the accompanying prospectus dated January 8, 2004. The terms of the notes are set forth in the accompanying prospectus.

The table below sets forth additional information concerning beneficial ownership of the notes and supplements and amends the table appearing under **Selling Securityholders** beginning on page 48 of the accompanying prospectus. To the extent that a selling securityholder is listed in both the table below and in the table appearing in the accompanying prospectus, the information set forth below regarding such selling securityholder supersedes the information in the accompanying prospectus.

| Name | Principal Amount of Notes Owned and Offered | Shares of | | Principal Amount | |
|---|--|--|--|--|--|
| | | Common Stock Owned Upon Conversion of Notes(1) | Common Stock Offered Upon Conversion of Notes(1) | of Notes Owned After Completion of Offering(2) | Common Stock Owned After Completion of Offering(2) |
| AIG DKR SoundShore Holdings Ltd. | \$ 1,312,000 | 19,900 | 19,900 | 0 | 0 |
| AIG DKR SoundShore Opportunity Holding Fund Ltd. | 923,000 | 13,999 | 13,999 | 0 | 0 |
| AIG DKR SoundShore Strategic Holding Fund Ltd. | 565,000 | 8,569 | 8,569 | 0 | 0 |
| AM Investment D Fund (QP) LP | 220,000 | 3,336 | 3,336 | 0 | 0 |
| AM Investment E Fund Ltd. | 1,260,000 | 19,111 | 19,111 | 0 | 0 |
| Alexian Brothers Medical Center Advent Convertible Master (Cayman) L.P. | 100,000 | 1,516 | 1,516 | 0 | 0 |
| Advisory Convertible Arbitrage Fund (I) L.P. | 10,640,000 | 161,386 | 161,386 | 0 | 0 |
| Alcon Laboratories | 500,000 | 7,583 | 7,583 | 0 | 0 |
| | 452,000 | 6,855 | 6,855 | 0 | 0 |
| | 13,000 | 197 | 197 | 0 | 0 |

Allentown City Firefighters
Pension Plan

| Name | Principal Amount of Notes Owned and Offered | Shares of | Principal | Common | Stock Owned After Completion of Offering(2) |
|---|--|--|--|--------|--|
| | | Common Stock Owned Upon Conversion of Notes(1) | Amount of Notes Owned After Completion of Offering(2) | | |
| Allentown City Officers & Employees Pension Fund | \$ 15,000 | 227 | 227 | 0 | 0 |
| Allentown City Police Pension Plan | 22,000 | 333 | 333 | 0 | 0 |
| Allstate Insurance Company | 1,500,000 | 22,751 | 22,751 | 0 | 21,033(3) |
| Aloha Airlines Non-Pilots Pension Trust | 70,000 | 1,061 | 1,061 | 0 | 0 |
| Aloha Pilots Retirement Trust | 36,000 | 546 | 546 | 0 | 0 |
| Alpha US Sub Fund 4 LLC | 464,000 | 7,037 | 7,037 | 0 | 0 |
| Arapahoe County Colorado | 57,000 | 864 | 864 | 0 | 0 |
| Arkansas PERS | 1,500,000 | 22,751 | 22,751 | 0 | 0 |
| Arlington County Employees Retirement System | 781,000 | 11,846 | 11,846 | 0 | 0 |
| Asante Health Systems | 116,000 | 1,759 | 1,759 | 0 | 0 |
| Bank Austria Cayman Islands, Ltd. | 2,500,000 | 37,919 | 37,919 | 0 | 0 |
| Bear, Stearns & Co. Inc. | 1,000,000 | 15,167 | 15,167 | 0 | 0 |
| Black Diamond Convertible Offshore LDC | 1,306,000 | 19,809 | 19,809 | 0 | 0 |
| Black Diamond Offshore Ltd. | 729,000 | 11,057 | 11,057 | 0 | 0 |
| Boilermakers Blacksmith Pension Trust | 1,200,000 | 18,201 | 18,201 | 0 | 0 |
| British Virgin Islands Social Security Board | 103,000 | 1,562 | 1,562 | 0 | 0 |
| C & H Sugar Company Inc. | 90,000 | 1,365 | 1,365 | 0 | 0 |
| CNH CA Master Account, L.P. | 1,500,000 | 22,751 | 22,751 | 0 | 0 |
| CALAMOS® Convertible Fund | | | | | |
| CALAMOS® Investment Trust | 7,400,000 | 112,242 | 112,242 | 0 | 0 |
| Chrysler Corporation Master Retirement Trust | 4,530,000 | 68,710 | 68,710 | 0 | 0 |
| Citadel Credit Trading Ltd. | 55,000 | 834 | 834 | 0 | 0 |
| Citadel Equity Fund Ltd. | 3,445,000 | 52,253 | 52,253 | 0 | 0 |
| City and County of San Francisco Retirement System | 1,728,000 | 26,210 | 26,210 | 0 | 0 |
| City of New Orleans | 238,000 | 3,609 | 3,609 | 0 | 0 |
| City University of New York | 175,000 | 2,654 | 2,654 | 0 | 0 |
| Convertible Securities Fund | 90,000 | 1,365 | 1,365 | 0 | 0 |

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| Name | Principal Amount of Notes Owned and Offered | Shares of | | Principal Amount of Notes Owned After Completion of Offering(2) | |
|---|--|--|--|---|--|
| | | Common Stock Owned Upon Conversion of Notes(1) | Common Stock Offered Upon Conversion of Notes(1) | Common Stock Owned After Completion of Offering(2) | Common Stock Owned After Completion of Offering(2) |
| Credit Lyonnais Securities (USA) Inc. | \$ 4,000,000 | 60,671 | 60,671 | 0 | 0 |
| Credit Suisse First Boston LLC | 1,830,000 | 27,757 | 27,757 | 0 | 0 |
| DaimlerChrysler Corp Emp. # 1 Pension Plan, Dtd 4/1/89 | 3,470,000 | 52,632 | 52,632 | 0 | 0 |
| DB Equity Opportunities Master Portfolio Ltd. | 3,000,000 | 45,503 | 45,503 | 0 | 0 |
| Deam Convertible Arbitrage | 1,500,000 | 22,751 | 22,751 | 0 | 0 |
| Delaware PERS | 2,200,000 | 33,369 | 33,369 | 0 | 0 |
| Delaware Public Employees Retirement System | 1,813,000 | 27,499 | 27,499 | 0 | 0 |
| Delta Airlines Master Trust | 545,000 | 8,266 | 8,266 | 0 | 0 |
| Delta Air Lines Master Trust CV | 1,870,000 | 28,363 | 28,363 | 0 | 0 |
| Delta Pilots Disability & Survivorship Trust CV | 905,000 | 13,726 | 13,726 | 0 | 0 |
| Double Black Diamond Offshore LDC | 3,825,000 | 58,017 | 58,017 | 0 | 0 |
| Drury University | 15,000 | 227 | 227 | 0 | 0 |
| Duke Endowment | 230,000 | 3,488 | 3,488 | 0 | 0 |
| Family Service Life Insurance Co. | 200,000 | 3,033 | 3,033 | 0 | 0 |
| F. R. Convrt. Sec. Fn | 220,000 | 3,336 | 3,336 | 0 | 0 |
| Fore Convertible MasterFund Ltd. | 17,000,000 | 257,854 | 257,854 | 0 | 0 |
| Franklin and Marshall College | 270,000 | 4,095 | 4,095 | 0 | 0 |
| FrontPoint Convertible Arbitrage Fund, L.P. | 2,000,000 | 30,335 | 30,335 | 0 | 0 |
| Gaia Offshore Master Fund Ltd. | 3,170,000 | 48,082 | 48,082 | 0 | 0 |
| Genesys Regional Medical Center | 160,000 | 2,426 | 2,426 | 0 | 0 |
| Global Bermuda Limited Partnership | 3,000,000 | 45,503 | 45,503 | 0 | 0 |
| Goldman Sachs & Co. | 5,366,000 | 81,390 | 81,390 | 0 | 122,016(4) |
| Grady Hospital Foundation | 155,000 | 2,351 | 2,351 | 0 | 0 |
| Guardian Life Insurance Co. | 7,200,000 | 109,208 | 109,208 | 0 | 0 |
| | 5,000,000 | 75,839 | 75,839 | 0 | 0 |

Guggenheim Portfolio
Company VIII, LLC

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| Name | Principal Amount of Notes Owned and Offered | Shares of Common Stock Owned Upon Conversion of Notes(1) | Common Stock Offered Upon Conversion of Notes(1) | Principal Amount of Notes Owned After Completion of Offering(2) | Common Stock Owned After Completion of Offering(2) |
|---|--|---|---|--|---|
| Guggenheim Portfolio Co. XV, LLC | \$ 550,000 | 8,342 | 8,342 | 0 | 0 |
| HBK Master Fund L.P. | 19,500,000 | 295,774 | 295,774 | 0 | 3,800 |
| Hfr Arbitrage Fund | 524,000 | 7,947 | 7,947 | 0 | 0 |
| Hawaiian Airlines Employees Pension Plan-IAM | 25,000 | 379 | 379 | 0 | 0 |
| Hawaiian Airlines Pension Plan for Salaried Employees | 4,000 | 60 | 60 | 0 | 0 |
| Hawaiian Airlines Pilots Retirement Plan | 65,000 | 985 | 985 | 0 | 0 |
| Highbridge International LLC | 40,000,000 | 606,716 | 606,716 | 0 | 0 |
| Hillbloom Foundation | 30,000 | 455 | 455 | 0 | 0 |
| ICI American Holdings Trust | 500,000 | 7,583 | 7,583 | 0 | 0 |
| Independence Blue Cross | 400,000 | 6,067 | 6,067 | 0 | 0 |
| JMG Capital Partners, LP | 16,000,000 | 242,686 | 242,686 | 0 | 0 |
| KBC Financial Products USA Inc. | 3,100,000 | 47,020 | 47,020 | 0 | 0 |
| Lakeshore International Limited | 12,000,000 | 182,014 | 182,014 | 0 | 0 |
| Lyxor | 1,273,000 | 19,308 | 19,308 | 0 | 0 |
| Lyxor/AM Investment Fund Ltd. | 340,000 | 5,157 | 5,157 | 0 | 0 |
| Lyxor/Gaia II Fund Ltd. | 830,000 | 12,589 | 12,589 | 0 | 0 |
| MLQA Convertible Securities Arbitrage | 5,000,000 | 75,839 | 75,839 | 0 | 0 |
| MSD TCB, LB | 2,000,000 | 30,335 | 30,335 | 0 | 0 |
| Man Mac I Limited | 7,000,000 | 106,175 | 106,175 | 0 | 0 |
| Man Convertible Bond Master Fund, Ltd. | 13,600,000 | 206,283 | 206,283 | 0 | 0 |
| McMahan Securities Co. L.P. | 17,000 | 257 | 257 | 0 | 0 |
| Mellon HBV Master Convertible Arbitrage Fund LP | 1,000,000 | 15,167 | 15,167 | 0 | 0 |
| Mellon HBV Master MultiStrategy Fund LP | 250,000 | 3,791 | 3,791 | 0 | 0 |
| Merrill Lynch Insurance Group | 321,000 | 4,868 | 4,868 | 0 | 0 |
| Microsoft Corporation | 2,130,000 | 32,307 | 32,307 | 0 | 0 |
| Mint Master Fund LP | 250,000 | 3,791 | 3,791 | 0 | 0 |
| Morgan Stanley Convertible Securities Trust | 1,750,000 | 26,543 | 26,543 | 0 | 0 |

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|---|--|--|--|--|--|
| | | Common Stock Owned Upon Conversion of Notes(1) | Common Stock Offered Upon Conversion of Notes(1) | of Notes Owned After Completion of Offering(2) | Common Stock Owned After Completion of Offering(2) |
| Motion Picture Industry Health Plan Active Member Fund | \$ 470,000 | 7,128 | 7,128 | 0 | 0 |
| Motion Picture Industry Health Plan Retiree Member Fund | 310,000 | 4,702 | 4,702 | 0 | 0 |
| Municipal Employees Munson Medical Center Retirement Plan | 280,000 | 4,247 | 4,247 | 0 | 0 |
| | 70,000 | 1,061 | 1,061 | 0 | 0 |
| Munson2 Healthcare Board Designated Operating Fund | 55,000 | 834 | 834 | 0 | 0 |
| Nations Convertible Securities Fund | 11,910,000 | 180,649 | 180,649 | 0 | 0 |
| National Bank of Canada c/o Putnam Lovell NBF Securities Inc. | 3,000,000 | 45,503 | 45,503 | 0 | 0 |
| New Orleans Firefighters Pension/Relief Fund | 158,000 | 2,396 | 2,396 | 0 | 0 |
| Nisswa Master Fund Ltd. | 3,000,000 | 45,503 | 45,503 | 0 | 0 |
| OCM Convertible Trust | 3,750,000 | 56,879 | 56,879 | 0 | 0 |
| OCM Global Convertible Securities Fund DC | 230,000 | 3,488 | 3,488 | 0 | 0 |
| Oakwood Assurance Company | 50,000 | 758 | 758 | 0 | 0 |
| Oakwood Healthcare Inc. Funded Depreciation | 85,000 | 1,289 | 1,289 | 0 | 0 |
| Oakwood Healthcare Inc. (Pension) | 160,000 | 2,426 | 2,426 | 0 | 0 |
| Oakwood Healthcare Inc. (Endowment) | 7,000 | 106 | 106 | 0 | 0 |
| Oakwood Healthcare Inc. OHP | 13,000 | 197 | 197 | 0 | 0 |
| Occidental Petroleum Corporation. | 316,000 | 4,793 | 4,793 | 0 | 0 |
| Ohio Bureau of Workers Compensation | 172,000 | 2,608 | 2,608 | 0 | 0 |
| Oppenheimer Convertible Securities Fund | 4,500,000 | 68,255 | 68,255 | 0 | 0 |
| Pacific Life Insurance Company | 500,000 | 7,583 | 7,583 | 0 | 0 |
| Park Avenue Life Insurance Co. | 100,000 | 1,516 | 1,516 | 0 | 0 |
| Partner Reinsurance Company Ltd. | 1,585,000 | 24,041 | 24,041 | 0 | 0 |

| Name | Principal Amount of Notes Owned and Offered | Shares of | | Principal Amount | |
|--|--|--|--|--|--|
| | | Common Stock Owned Upon Conversion of Notes(1) | Common Stock Offered Upon Conversion of Notes(1) | of Notes Owned After Completion of Offering(2) | Common Stock Owned After Completion of Offering(2) |
| Policeman and Fireman Retirement System of the City of Detroit | \$ 540,000 | 8,190 | 8,190 | 0 | 0 |
| Privilege Portfolio SICAV | 5,000,000 | 75,839 | 75,839 | 0 | 0 |
| Pro-mutual | 877,000 | 13,302 | 13,302 | 0 | 0 |
| Prudential Insurance Co of America | 130,000 | 1,971 | 1,971 | 0 | 0 |
| Putnam Convertible Income Growth Trust | 7,500,000 | 113,759 | 113,759 | 0 | 0 |
| Pyramid Equity Strategies Fund | 750,000 | 11,375 | 11,375 | 0 | 0 |
| Quattro Fund Ltd. | 6,400,000 | 97,074 | 97,074 | 0 | 0 |
| Qwest Occupational Health Trust | 515,000 | 7,811 | 7,811 | 0 | 0 |
| RBC Alternative Assets L.P. | 100,000 | 1,516 | 1,516 | 0 | 252 |
| RCG Latitude Master Fund, Ltd. | 3,400,000 | 51,570 | 51,570 | 0 | 0 |
| RCG Multi Strategy Master Fund, Ltd. | 1,900,000 | 28,819 | 28,819 | 0 | 0 |
| Ramius Capital Group | 500,000 | 7,583 | 7,583 | 0 | 0 |
| Ramius Master Fund, Ltd. | 2,600,000 | 39,436 | 39,436 | 0 | 0 |
| Royal Bank of Canada | 3,000,000 | 45,503 | 45,503 | 0 | 1,173 |
| St. Thomas Trading, Ltd. | 26,400,000 | 400,432 | 400,432 | 0 | 0 |
| Sage Capital | 2,150,000 | 32,610 | 32,610 | 0 | 0 |
| Silverback Master, Ltd. | 3,500,000 | 53,087 | 53,087 | 0 | 0 |
| State Employees Retirement Fund of the State of Delaware | 2,105,000 | 31,928 | 31,928 | 0 | 0 |
| State of Maryland Retirement Agency | 3,747,000 | 56,834 | 56,834 | 0 | 0 |
| State of Oregon/Equity | 6,800,000 | 103,141 | 103,141 | 0 | 0 |
| State of Oregon/SAIF Corp. | 2,125,000 | 32,231 | 32,231 | 0 | 0 |
| State Street Bank Custodian for GE Pension Trust | 2,260,000 | 34,279 | 34,279 | 0 | 0 |
| Stonebridge Life Insurance | 1,000,000 | 15,167 | 15,167 | 0 | 0 |
| Sunrise Partners Limited Partnership | 12,400,000 | 188,081 | 188,081 | 0 | 7,241 |
| Syngenta AG | 375,000 | 5,687 | 5,687 | 0 | 0 |
| TD Securities (USA) Inc. | 10,000,000 | 151,679 | 151,679 | 0 | 0 |
| Tag Associates | 99,000 | 1,501 | 1,501 | 0 | 0 |

| Name | Principal Amount of Notes Owned and Offered | Shares of | | Principal Amount | |
|--|--|--|--|--|--|
| | | Common Stock Owned Upon Conversion of Notes(1) | Common Stock Offered Upon Conversion of Notes(1) | of Notes Owned After Completion of Offering(2) | Common Stock Owned After Completion of Offering(2) |
| Teachers Insurance and Annuity Association of America | \$ 17,500,000 | 265,438 | 265,438 | 0 | 0 |
| The Coast Fund, L.P. | 2,000,000 | 30,335 | 30,335 | 0 | 0 |
| The Grable Foundation | 88,000 | 1,334 | 1,334 | 0 | 0 |
| Thomas Weisel Partners LLC | 1,700,000 | 25,785 | 25,785 | 0 | 0 |
| Transamerica Life Insurance & Annuities Co. | 17,910,000 | 271,657 | 271,657 | 0 | 0 |
| Travelers Indemnity Company Commercial Lines | 510,000 | 7,735 | 7,735 | 0 | 0 |
| Travelers Indemnity Company Personal Lines | 340,000 | 5,157 | 5,157 | 0 | 0 |
| Tribeca Investments Ltd. | 2,000,000 | 30,335 | 30,335 | 0 | 0 |
| Trustmark Insurance | 394,000 | 5,976 | 5,976 | 0 | 0 |
| UnumProvident Corporation | 500,000 | 7,583 | 7,583 | 0 | 0 |
| US Bank FBO Benedictine Health Systems | 110,000 | 1,668 | 1,668 | 0 | 0 |
| Wachovia Bank National Association | 25,000,000 | 379,197 | 379,197 | 0 | 0 |
| Waterstone Market Neutral Fund LP | 1,003,000 | 15,213 | 15,213 | 0 | 0 |
| Waterstone Market Neutral Offshore Fund Ltd. | 6,997,000 | 106,129 | 106,129 | 0 | 0 |
| White River Securities L.L.C | 1,000,000 | 15,167 | 15,167 | 0 | 0 |
| Worldwide Transactions Ltd. | 140,000 | 2,123 | 2,123 | 0 | 0 |
| Xavex Convertible Arbitrage 5 Fund | 1,050,000 | 15,926 | 15,926 | 0 | 0 |
| Zeneca Holdings Trust | 675,000 | 10,238 | 10,238 | 0 | 0 |
| Zurich Institutional Benchmark Management c/o Quattro Fund | 1,600,000 | 24,268 | 24,268 | 0 | 0 |
| 1976 Distribution Trust FBO A.R. Lauder/Zinterhofer | 7,000 | 106 | 106 | 0 | 0 |
| 2000 Revocable Trust FBO A.R. Lauder/Zinterhofer | 7,000 | 106 | 106 | 0 | 0 |

- (1) Assumes conversion of all of the selling securityholder's notes at the initial conversion rate of 15.1679 shares per note. However, the conversion rate is subject to adjustment as described under "Description of the Notes Conversion of Notes" in the accompanying prospectus. As a result, the amount of common stock issuable upon conversion of the notes may increase or decrease in the future. Assuming a conversion rate of 15.1679 shares per

note, no selling securityholder will own more than 1% of our outstanding common stock upon conversion of the debentures.

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- (2) Assumes that all of the notes and/or all of the common stock into which the notes are convertible are sold. No selling securityholder will own more than 1% of our outstanding common stock after the offering by such securityholder.
- (3) Includes 13,100 shares held by Allstate Insurance Company, 1,100 shares held by Allstate New Jersey Insurance Company, 1,442 shares held by Agents Pension Plan and 5,391 shares held by Allstate Retirement Plan.
- (4) Includes 17,480 shares of common stock issuable upon conversion of 5.25% Convertible Subordinated Notes due September 1, 2008 assuming a conversion rate of 18.0213 shares per note.

We prepared this table based on the information supplied to us by the selling securityholders named in the table prior to the date hereof. The selling securityholders listed in the above table may have sold or transferred, in transactions exempt from the registration requirements of the Securities Act, some or all of their notes since the date on which the information is presented in the above table. Information about the selling securityholders may change over time. Any changed information will be set forth in prospectus supplements to the accompanying prospectus.

Because the selling securityholders may offer all or some of their notes or the underlying common stock from time to time, we cannot estimate the amount of the notes or the underlying common stock that will be held by the selling securityholders upon the termination of any particular offering. See Plan of Distribution in the accompanying prospectus.

None of the named selling securityholders nor any of their affiliates, officers, directors or principal equity holders has held any position or office or has had any material relationship with us within the past three years.

Investing in the notes involves risks. See Risk Factors beginning on page 7 of the accompanying prospectus.

Neither the Securities and Exchange Commission nor any other federal or state securities commission or regulatory authority has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is February 23, 2004.