

FAIR ISAAC CORP
Form SC TO-I/A
March 25, 2005

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Amendment No. 2 to
Schedule TO
(Rule 14d-100)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934**

FAIR ISAAC CORPORATION
(Name of Subject Company (Issuer) and Filing Person (as Offeror))

1.5% SENIOR CONVERTIBLE NOTES DUE AUGUST 15, 2023
(Title of Class of Securities)

303250 AA 2 and 303250 AB 0
(CUSIP Number of Class of Securities)

Andrea M. Fike
Vice President, General Counsel and Secretary
FAIR ISAAC CORPORATION
901 Marquette Avenue, Suite 3200
Minneapolis, Minnesota 55402
(612) 758-5200

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on
Behalf of Filing Persons)**

Copies to:
John A. Fore, Esq.
Kathleen D. Rothman, Esq.
Wilson Sonsini Goodrich & Rosati,
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300

CALCULATION OF FILING FEE

Transaction Valuation (1)	Amount of Filing Fee
\$400,000,000	\$47,080

(1) This tender offer statement relates to the exchange by Fair Isaac Corporation of an aggregate of up to \$400,000,000 aggregate principal amount of its 1.5% Senior Convertible Notes, Series B due August 15, 2023 for \$400,000,000 aggregate principal amount of its currently outstanding 1.5% Senior Convertible Notes due August 15, 2023. Pursuant to Rule 0-11(b) under the Securities Exchange Act of 1934, as amended, this amount is the book value as of February 25, 2005 of the maximum amount of the currently outstanding 1.5% Senior Convertible Notes due August 15, 2023 that may be received by the Registrant from tendering holders.

þ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$47,080

Filing Party: Fair Isaac Corporation

Form or Registration No.: Schedule TO (File No. 005-39117)

Date Filed: February 25, 2005

o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- o third-party tender offer subject to Rule 14d-1.
- þ issuer tender offer subject to Rule 13e-4.
- o going-private transaction subject to Rule 13e-3.
- o amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer: o

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SIGNATURE

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Press Release

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INTRODUCTORY STATEMENT

This Amendment No. 2 amends and supplements the tender offer statement on Schedule TO (this Schedule TO), originally filed on February 25, 2005 and amended on March 10, 2005, by Fair Isaac Corporation, a Delaware corporation (the Company), pursuant to Rule 13e-4 of the Securities Exchange Act of 1934, as amended, in connection with its offer to exchange (the Exchange Offer) up to \$400,000,000 aggregate principal amount of its 1.5% Senior Convertible Notes, Series B due August 15, 2023 (the New Notes) for any and all of the \$400,000,000 aggregate principal amount of its currently outstanding 1.5% Senior Convertible Notes due August 15, 2023 (the Outstanding Notes), upon the terms and subject to the conditions set forth in the Company s offering circular, dated March 10, 2005 (the Offering Circular), and the related Letter of Transmittal for the Exchange Offer (the Letter of Transmittal), which are filed as Exhibits (a)(1)(A) and (a)(1)(B), respectively to this Schedule TO.

All of the information set forth in the Offering Circular and the Letter of Transmittal, and any annexes, schedules or amendments thereto related to the Exchange Offer, is hereby incorporated by reference into this Schedule TO in answer to Items 1 through 11 of this Schedule TO.

Except as set forth below, the information contained in the original Schedule TO remains unchanged. Capitalized terms used but not defined herein have the meanings ascribed to them in the original Schedule TO.

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Item 11. *Additional Information.*

- (b) *Other Material Information.* On March 25, 2005, the Company issued a press release announcing the preliminary results of the Exchange Offer, which expired at midnight, New York City time, on Thursday, March 24, 2005. A copy of the press release is filed as Exhibit (a)(5)(ii) hereto and is incorporated herein by reference.

Item 12. *Exhibits.*

- (a)(1)(A) Offering Circular dated March 10, 2005.*
- (a)(1)(B) Letter of Transmittal.*
- (a)(1)(C) Notice of Guaranteed Delivery.*
- (a)(1)(D) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
- (a)(1)(E) Letter to Clients.*
- (a)(1)(F) Letter to Holders.*

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- (a)(2) None.
- (a)(3) None.
- (a)(4) None.
- (a)(5)(i) Press Release issued February 25, 2005 (filed by the Company pursuant to Rule 13e-4(c) of the Securities Exchange Act of 1934, as amended).*
- (a)(5)(ii) Press Release issued March 25, 2005 announcing preliminary results of the Exchange Offer.
- (b) None.
- (d)(1) Indenture, dated as of August 6, 2003, between the Company and Wells Fargo Bank Minnesota, N.A., as trustee (incorporated by reference to Exhibit 4.6 to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2003).
- (d)(2) Registration Rights Agreement, dated August 6, 2003, among the Company and the initial purchasers party thereto (incorporated by reference to Exhibit 4.7 to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2003).
- (g) None.
- (h) None.

* Previously filed

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SIGNATURE

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

FAIR ISAAC CORPORATION

Dated: March 25, 2005

By: /s/ Charles M. Osborne
Name: Charles M. Osborne
Title: Vice President and Chief
Financial Officer

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Exhibit Number	Description
(a)(1)(A)	Offering Circular dated March 10, 2005*
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Letter to Clients.*
(a)(1)(F)	Letter to Holders.*
(a)(2)	None.
(a)(3)	None.
(a)(4)	None
(a)(5)(i)	Press Release issued February 25, 2005 (filed by the Company pursuant to Rule 13e-4 of the Securities Exchange Act of 1934, as amended)*
(a)(5)(ii)	Press Release issued March 25, 2005 announcing preliminary results of the Exchange Offer.
(b)	None.
(d)(1)	Indenture, dated as of August 6, 2003, between the Company and Wells Fargo Bank Minnesota, N.A., as trustee (incorporated by reference to Exhibit 4.6 to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2003).
(d)(2)	Registration Rights Agreement, dated August 6, 2003, among the Company and the initial purchasers party thereto (incorporated by reference to Exhibit 4.7 to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2003).
(g)	None.
(h)	None.

* Previously filed