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FAIR ISAAC CORP
Form SC 13D/A
September 18, 2009

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

Under the Securities Exchange Act of 1934
(Amendment No.5) *

Fair Isaac Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

303250104

(CUSIP Number)

Sandell Asset Management Corp.
40 West 57th Street
26th Floor
New York, NY 10019
Attention: Richard Gashler, General Counsel
212-603-5700

With a Copy to:
Marc Weingarten, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, NY 10019
212-756-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications)

September 16, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties

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to whom copies are to be sent.

(Continued on following pages)
(Page 1 of 8 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 303250104 SCHEDULE 13D Page 2 of 8 Pages

1 NAME OF REPORTING PERSON
Castlerigg Master Investments Ltd.
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) []
3 SEC USE ONLY
4 SOURCE OF FUNDS
WC
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []
6 CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands
NUMBER OF 7 SOLE VOTING POWER
SHARES 0
BENEFICIALLY 8 SHARED VOTING POWER
OWNED 2,211,839
BY EACH 9 SOLE DISPOSITIVE POWER
REPORTING 0
PERSON 10 SHARED DISPOSITIVE POWER
2,211,839
WITH
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,211,839
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

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SHARES

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
 4.5%

 14 TYPE OF REPORTING PERSON
 CO

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 1 NAME OF REPORTING PERSON
 Sandell Asset Management Corp.

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

 3 SEC USE ONLY

 4 SOURCE OF FUNDS
 AF

 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands

 NUMBER OF 7 SOLE VOTING POWER
 SHARES 0

 BENEFICIALLY 8 SHARED VOTING POWER
 OWNED 2,211,839

 BY EACH 9 SOLE DISPOSITIVE POWER
 REPORTING 0

 PERSON 10 SHARED DISPOSITIVE POWER
 2,211,839
 WITH

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,211,839

 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

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4.5%

 14 TYPE OF REPORTING PERSON
 CO

 CUSIP No. 303250104

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 1 NAME OF REPORTING PERSON
 Castlerigg International Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

NUMBER OF 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED 2,211,839

BY EACH 9 SOLE DISPOSITIVE POWER

REPORTING 0

PERSON 10 SHARED DISPOSITIVE POWER
 2,211,839

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,211,839

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

4.5%

14 TYPE OF REPORTING PERSON

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CO

CUSIP No. 303250104

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| | | |
|--------------|--|--------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | Castlerigg International Holdings Limited | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| | AF | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | British Virgin Islands | |
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 0 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED | | 2,211,839 |
| BY EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 0 |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | 2,211,839 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | | 2,211,839 |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 | |
| | | 4.5% |
| 14 | TYPE OF REPORTING PERSON | |
| | CO | |

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1 NAME OF REPORTING PERSON
Thomas E. Sandell

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Sweden

NUMBER OF 7 SOLE VOTING POWER
SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER
OWNED 2,211,839

BY EACH 9 SOLE DISPOSITIVE POWER
REPORTING 0

PERSON 10 SHARED DISPOSITIVE POWER
WITH 2,211,839

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,211,839

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
4.5%

14 TYPE OF REPORTING PERSON
IN

CUSIP No. 303250104

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The Schedule 13D filed on June 29, 2007, as amended by Amendment No. 1 filed on October 15, 2007, Amendment No. 2 filed on December 11, 2007, Amendment No. 3 filed on December 8, 2008, and Amendment No. 4 filed on July 29, 2009 (the "Schedule 13D") by the Reporting Persons (as defined below), relating to the common stock, par value \$0.01 per share (the "Common Stock"), of Fair Isaac Corporation, a Delaware corporation (the "Issuer"), is hereby amended as set forth below by this Amendment No. 5 to the Schedule 13D. This Amendment No. 5 also constitutes an "exit filing" for the Reporting Persons, who do not intend to file any further amendments to the Schedule 13D. Except as set forth herein, the Schedule 13D is unmodified.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

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

(a) Each of Castlerigg Master Investments, SAMC, Castlerigg International, Castlerigg Holdings and Sandell may be deemed to beneficially own the 2,211,839 shares of Common Stock held by Castlerigg Master Investments, representing approximately 4.5% of the outstanding shares of Common Stock. The Reporting Persons may be deemed to be a "group," which "group" may be deemed to beneficially own an aggregate of 2,211,839 shares of Common Stock, representing approximately 4.5% of the outstanding shares of Common Stock. The percentages used herein are based upon the 48,855,019 shares of Common Stock reported to be outstanding as of July 31, 2009 by the Issuer in its report on Form 10-Q for the quarterly period ended June 30, 2009, filed with the Securities and Exchange Commission on August 6, 2009.

(c) Information concerning transactions in the shares of Common Stock effected by the Reporting Persons since the filing of Amendment No. 4 is set forth on Appendix I hereto and is incorporated herein by reference. Unless otherwise indicated, all of such transactions were effected in the open market.

(e) The Reporting Persons ceased to be the beneficial owners of more than 5% of the shares of Common Stock on September 16, 2009.

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Signature

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

Dated: September 18, 2009

CASTLERIGG MASTER INVESTMENTS LTD.
By: Sandell Asset Management Corp.,
as investment manager

By: /s/ Thomas E. Sandell

Thomas E. Sandell, Chief Executive Officer

SANDELL ASSET MANAGEMENT CORP.

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By: /s/ Thomas E. Sandell

Thomas E. Sandell, Chief Executive Officer

CASTLERIGG INTERNATIONAL LIMITED
By: Sandell Asset Management Corp.,
as investment manager

By: /s/ Thomas E. Sandell

Thomas E. Sandell, Chief Executive Officer

CASTLERIGG INTERNATIONAL HOLDINGS LIMITED
By: Sandell Asset Management Corp.,
as investment manager

By: /s/ Thomas E. Sandell

Thomas E. Sandell, Chief Executive Officer

/s/ Thomas E. Sandell

Thomas E. Sandell

APPENDIX I

TRANSACTIONS EFFECTED SINCE THE FILING OF THE
MOST RECENT AMENDMENT TO THE SCHEDULE 13D

Castlerigg Master Investments

| Date | Amount of shares purchased/(sold) | Price per share (net of commission) |
|----------|-----------------------------------|-------------------------------------|
| 09/11/09 | (78,000) | \$22.23 |
| 09/14/09 | (139,237) | 22.01 |
| 09/15/09 | (165,900) | 21.95 |
| 09/16/09 | (96,992) | 22.06 |
| 9/17/09 | (182,032) | 22.16 |