

FAIR ISAAC CORP
Form DEFA14A
January 23, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Fair Isaac Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Additional Information Regarding Fair Isaac Corporation Compensation Practices

On January 22, 2008, Fair Isaac Corporation notified RiskMetrics Group of the following information regarding its compensation practices:

Fair Isaac has agreed with Mark Greene, its Chief Executive Officer, to eliminate, as of January 1, 2009, tax gross up payments with respect to club membership dues paid for Dr. Greene by Fair Isaac. For fiscal year 2008, such gross up payments were \$394.

Fair Isaac has agreed with Mark Scadina, its Senior Vice President, General Counsel and Secretary, to eliminate, as of January 1, 2009, tax gross up payments with respect to family travel benefits provided to Mr. Scadina by Fair Isaac. For fiscal year 2008, such gross up payments were \$8,943.

Fair Isaac has committed to not provide future tax gross up payments in connection with perquisites provided to executive officers, except with respect to standard relocation benefits and spousal travel for certain company-sponsored events.

As a point of further clarification regarding Mr. Scadina's Offer Letter, the Company notes that family travel benefits provided to Mr. Scadina were offered in lieu of the Company's agreeing to pay for realtor commissions in connection with the sale of Mr. Scadina's house in California. These family travel benefits, when combined with the limited other relocation benefits provided to Mr. Scadina, did not exceed the amount payable under the Company's standard relocation policy.