FAIR ISAAC CORP
Form 10-Q
May 07, 2009

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

(Mark One)

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended March 31, 2009

o **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 1-11689
Fair Isaac Corporation
(Exact name of registrant as specified in its charter)

Delaware	**94-1499887**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*
901 Marquette Avenue, Suite 3200 Minneapolis, Minnesota	**55402-3232**
(Address of principal executive offices)	*(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 þ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes o No o

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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer þ	Accelerated filer o	Non-accelerated filer o	Smaller reporting company o
		(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). o Yes þ No

The number of shares of common stock outstanding on April 30, 2009 was 48,852,923 (excluding 40,003,860 shares held by the Company as treasury stock).

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PART I FINANCIAL INFORMATION

Item 1. ***Financial Statements***

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

	March 31, 2009	September 30, 2008
Assets		
Current assets:		
Cash and cash equivalents	$ 201,286	$ 129,678
Marketable securities available for sale, current portion	59,232	57,049
Accounts receivable, net	105,038	141,571
Prepaid expenses and other current assets	20,394	23,404
Total current assets	385,950	351,702
Marketable securities available for sale, less current portion	70,539	72,101
Other investments	11,074	12,374
Property and equipment, net	40,986	46,360
Goodwill	661,968	686,082
Intangible assets, net	43,926	52,468
Deferred income taxes	47,536	45,786
Other assets	10,060	8,380
	$ 1,272,039	$ 1,275,253
Liabilities and Stockholders Equity		
Current liabilities:		
Accounts payable	$ 13,718	$ 11,172
Accrued compensation and employee benefits	24,394	29,551
Other accrued liabilities	37,300	43,665
Deferred revenue	39,364	38,243
Total current liabilities	114,776	122,631
Revolving line of credit	295,000	295,000
Senior notes	275,000	275,000
Other liabilities	22,680	20,681
Total liabilities	707,456	713,312
Commitments and contingencies		
Stockholders equity:		
Preferred stock ($0.01 par value; 1,000 shares authorized; none issued and outstanding)		
	488	485

Common stock ($0.01 par value; 200,000 shares authorized; 88,857 shares issued and 48,844 and 48,473 shares outstanding at March 31, 2009 and September 30, 2008, respectively)		
Paid-in-capital	1,108,486	1,110,165
Treasury stock, at cost (40,013 and 40,384 shares at March 31, 2009 and September 30, 2008, respectively)	(1,361,837)	(1,374,455)
Retained earnings	853,018	825,109
Accumulated other comprehensive income (loss)	(35,572)	637
Total stockholders equity	564,583	561,941
	$ 1,272,039	$ 1,275,253

See accompanying notes to condensed consolidated financial statements.

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

	Quarter Ended March 31,		Six Months Ended March 31,	
	2009	**2008**	**2009**	**2008**
Revenues	$ 159,335	$ 193,234	$ 322,795	$ 383,340
Operating expenses:				
Cost of revenues (1)	53,476	72,946	112,495	139,918
Research and development	18,924	20,662	37,045	40,131
Selling, general and administrative (1)	52,460	61,365	107,229	128,124
Amortization of intangible assets (1)	3,156	3,621	6,403	6,684
Restructuring	870	6,124	8,948	5,679
Total operating expenses	128,886	164,718	272,120	320,536
Operating income	30,449	28,516	50,675	62,804
Interest income	1,245	1,685	2,900	4,235
Interest expense	(6,527)	(3,837)	(13,685)	(8,258)
Other income (expense), net	(298)	874	1,148	617
Income from continuing operations before income taxes	24,869	27,238	41,038	59,398
Provision for income taxes	6,761	9,464	10,820	20,788
Income from continuing operations	18,108	17,774	30,218	38,610
Loss from discontinued operations	(363)	(4,287)	(363)	(4,937)
Net income	$ 17,745	$ 13,487	$ 29,855	$ 33,673
Basic earnings (loss) per share:				
Continuing operations	$ 0.37	$ 0.36	$ 0.62	$ 0.78
Discontinued operations	(0.01)	(0.08)	(0.01)	(0.10)
Total	$ 0.36	$ 0.28	$ 0.61	$ 0.68
Diluted earnings (loss) per share:				
Continuing operations	$ 0.37	$ 0.36	$ 0.62	$ 0.77
Discontinued operations	(0.01)	(0.08)	(0.01)	(0.10)
Total	$ 0.36	$ 0.28	$ 0.61	$ 0.67

Shares used in computing earnings (loss) per share:				
Basic	48,813	48,760	48,643	49,404
Diluted	48,828	48,961	48,673	50,084

(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.

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FAIR ISAAC CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS EQUITY AND COMPREHENSIVE LOSS
(In thousands)
(Unaudited)

	Common Stock Shares	Common Stock Par Value	Paid-In-Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders Equity	Comprehensive Loss
Balance at September 30, 2008	**48,473**	**$ 485**	**$ 1,110,165**	**$ (1,374,455)**	**$ 825,109**	**$ 637**	**$ 561,941**	
Share-based compensation			10,648				10,648	
Exercise of stock options	82	1	(1,887)	2,779			893	
Tax effect from share-based payment arrangements			(2,680)				(2,680)	
Issuance of ESPP shares from treasury	194	1	(3,829)	6,604			2,776	
Forfeitures of restricted stock	(2)		64	(64)				
Issuance of stock to employees from treasury	97	1	(3,995)	3,299			(695)	
Dividends paid					(1,946)		(1,946)	
Net income					29,855		29,855	$ 29,855
Unrealized gains on investments						446	446	446
Cumulative translation adjustments						(36,655)	(36,655)	(36,655)
Balance at March 31, 2009	**48,844**	**$ 488**	**$ 1,108,486**	**$ (1,361,837)**	**$ 853,018**	**$ (35.572)**	**$ 564,583**	**$ (6,354)**

See accompanying notes to condensed consolidated financial statements.

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

	Six Months Ended March 31,	
	2009	**2008**
Cash flows from operating activities:		
Net income	$ 29,855	$ 33,673
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	19,397	19,863
Share-based compensation	10,648	14,926
Deferred income taxes	915	1,020
Tax effect from share-based payment arrangements	(2,680)	327
Excess tax benefits from share-based payment arrangements	(121)	(1,216)
Gain on repurchase of senior convertible notes		(356)
Net amortization of premium on marketable securities	406	177
Provision for doubtful accounts	499	1,753
Loss on sale of discontinued operations		6,921
Net loss (gain) on sales of property and equipment	117	(37)
Changes in operating assets and liabilities, net of acquisition and disposition effects:		
Accounts receivable	28,419	8,133
Prepaid expenses and other assets	325	3,427
Accounts payable	3,018	571
Accrued compensation and employee benefits	(4,257)	(10,134)
Other liabilities	(7,913)	(4,393)
Deferred revenue	7,688	(4,386)
Net cash provided by operating activities	86,316	70,269
Cash flows from investing activities:		
Purchases of property and equipment	(8,503)	(13,432)
Cash proceeds from sales of property and equipment		1,543
Cash paid for acquisition, net of cash acquired		(31,941)
Purchases of marketable securities	(66,512)	(112,204)
Proceeds from sales of marketable securities		2,008
Proceeds from maturities of marketable securities	64,590	121,000
Distribution from cost-method investees	1,300	
Net cash used in investing activities	(9,125)	(33,026)
Cash flows from financing activities:		
Proceeds from revolving line of credit		43,000
Repurchases of senior convertible notes		(23,348)

Proceeds from issuances of common stock under employee stock option and purchase plans	2,974	14,938
Dividends paid	(1,946)	(1,955)
Repurchases of common stock		(106,840)
Excess tax benefits from share-based payment arrangements	121	1,216
Net cash provided by (used in) financing activities	1,149	(72,989)
Effect of exchange rate changes on cash	(6,732)	425
Increase (decrease) in cash and cash equivalents	71,608	(35,321)
Cash and cash equivalents, beginning of period	129,678	95,284
Cash and cash equivalents, end of period	$ 201,286	$ 59,963
Supplemental disclosures of cash flow information:		
Cash paid for income taxes, net	$ 15,236	$ 9,015
Cash paid for interest	$ 14,063	$ 9,037

See accompanying notes to condensed consolidated financial statements.

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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 (doing business under the name FICO) 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, FICO , Fair Isaac and the Company.

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 for the year ended September 30, 2008. 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 FICO 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 Recent Accounting Pronouncements

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. We adopted SFAS 161 as of January 1, 2009 on a prospective basis. Since SFAS 161 requires only additional disclosures of our derivative and hedging activities, the adoption of SFAS 161 did not affect our consolidated financial statements.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* (SFAS 157). SFAS No. 157 provides enhanced guidance for using fair value to measure assets and liabilities. The standard also responds to investors requests for expanded information about the extent to which companies measure assets and liabilities at fair value, the information used to measure fair value and the effect of fair value measurements on earnings. SFAS 157 applies whenever other standards require or permit assets or liabilities to be measured at fair value. This standard does not expand the use of fair value in any new circumstances. SFAS 157 is effective for fiscal years beginning after November 15, 2007. In February 2008, the FASB issued FASB Staff Position (FSP) No. 157-2, *Effective Date of FASB Statement No. 157,* which defers the effective date of SFAS No. 157 for one

year for non-financial assets and liabilities, except for items that are recognized or disclosed at fair value in an entity s financial statements on a recurring basis (at least annually). In October 2008, the FASB issued FSP No. 157-3, *Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active* , which clarifies the application of SFAS 157 in a market that is not active. As described in Note 8, we have adopted Statement 157 and the related FASB staff positions. Consistent with the provisions of FSP 157-2, we elected to defer the adoption of SFAS 157 for non-financial assets and liabilities measured at fair value

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on a non-recurring basis until October 1, 2009. We are currently evaluating the impact of the full adoption of SFAS 157 on our consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* (SFAS 159). SFAS 159 provides companies with an option to report selected financial assets and liabilities at fair value. The standard s objective is to reduce both complexity in accounting for financial instruments and the volatility in earnings caused by measuring related assets and liabilities differently. The standard requires companies to provide additional information that will help investors and other users of financial statements to more easily understand the effect of a company s choice to use fair value on its earnings. It also requires companies to display the fair value of those assets and liabilities for which a company has chosen to use fair value on the face of the balance sheet. The new standard does not eliminate disclosure requirements included in other accounting standards, including requirements for disclosures about fair value measurements included in SFAS 157 and SFAS No. 107, *Disclosures about Fair Value of Financial Instruments.* On October 1, 2008 we adopted SFAS 159 but did not elect the fair value option for any additional financial assets or liabilities that we held at that date.

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:

	Quarter Ended March 31,		Six Months Ended March 31,	
	2009	2008	2009	2008
	(In thousands)			
Cost of revenues	$ 1,663	$ 1,919	$ 3,386	$ 3,421
Selling, general and administrative	1,493	1,702	3,017	3,263
	$ 3,156	$ 3,621	$ 6,403	$ 6,684

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 $43.9 million and $52.5 million, net of accumulated amortization of $104.5 million and $101.7 million, as of March 31, 2009 and September 30, 2008, respectively.

3. Restructuring and Acquisition-Related Expenses

The following table summarizes our restructuring and acquisition-related accruals associated with acquisitions and certain facility closures. The current portion and non-current portion is recorded in other accrued current liabilities and other long-term liabilities, respectively, within the accompanying condensed consolidated balance sheets. These balances are expected to be paid by fiscal 2018.

	Accrual at September 30, 2008	Expense Additions	Cash Payments	Expense Reversal	Accrual at March 31, 2009
			(In thousands)		
Facilities charges	$ 9,688	$ 3,877	$ (2,311)	$ (413)	$ 10,841
Employee separation	930	5,860	(6,072)	(376)	342
	10,618	$ 9,737	$ (8,383)	$ (789)	11,183
Less: current portion	(4,224)				(4,215)

Non-current	$ 6,394	$ 6,968

During the quarter ended December 31, 2008, in connection with our reengineering program, we incurred net charges totaling $8.1 million. The charges included $5.9 million for severance costs associated with the reduction of 255 positions throughout the Company. Cash payments for substantially all the severance costs were paid during the quarter ended March 31, 2009. We also recognized charges of $2.6 million associated with vacating excess leased space located in Georgia and California. The charge represents future cash lease payments, net of estimated sublease income, which will be paid out over the next nine years. In addition, we reversed $0.4 million of accrued expenses as a result of a favorable lease termination agreement that we entered into for office

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space that was vacated in the prior year. During the quarter ended March 31, 2009, we recognized a $1.2 million charge due to unfavorable sublease arrangements we entered into for office space previously vacated. The charge was offset by a $0.4 million reduction in other restructuring liabilities.

4. Discontinued Operations

In connection with the sale of our Insurance Bill Review business in April 2008, we recorded a charge of $0.4 million, net of tax, during the quarter ended March 31, 2009, resulting from the resolution of a final working capital adjustment in favor of the purchaser.

5. Composition of Certain Financial Statement Captions

	March 31, 2009	September 30, 2008
	(In thousands)	
Property and equipment	$ 200,449	$ 203,236
Less accumulated depreciation and amortization	(159,463)	(156,876)
	$ 40,986	$ 46,360

6. Earnings Per Share

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

	Quarter Ended March 31,		Six Months Ended March 31,	
	2009	2008	2009	2008
	(In thousands, except per share data)			
Numerator for basic earnings per share income from continuing operations	$ 18,108	$ 17,774	$ 30,218	$ 38,610
Interest expense on senior convertible notes, net of tax		1		2
Numerator for diluted earnings per share from continuing operations	$ 18,108	$ 17,775	$ 30,218	$ 38,612
Denominator shares:				
Basic weighted-average shares	48,813	48,760	48,643	49,404
Effect of dilutive securities	15	201	30	680
Diluted weighted-average shares	48,828	48,961	48,673	50,084
Earnings per share from continuing operations:				
Basic	$ 0.37	$ 0.36	$ 0.62	$ 0.78
Diluted	$ 0.37	$ 0.36	$ 0.62	$ 0.77

The computation of diluted EPS for the quarters ended March 31, 2009 and 2008, excludes options to purchase approximately 8,264,000 and 10,280,000 shares of common stock, respectively, and for the six months ended March 31, 2009 and 2008, excludes options to purchase approximately 8,106,000 and 7,235,000 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.

7. 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 applications designed for a specific type of business problem or process, such as marketing, account origination, customer management, fraud and insurance claims management. This segment also includes our myFICO solutions for consumers.

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 clients directly.

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Professional Services. Through our professional services, we tailor our Decision Management 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 Decision Management 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 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 six months ended March 31, 2009 and 2008:

	Quarter Ended March 31, 2009				
	Strategy Machine Solutions	**Scoring Solutions**	**Professional Services**	**Analytic Software Tools**	**Total**
			(In thousands)		
Revenues	$ 86,632	$ 31,118	$ 30,885	$ 10,700	$ 159,335
Operating expenses	(68,128)	(13,998)	(30,654)	(10,059)	(122,839)
Segment operating income	$ 18,504	$ 17,120	$ 231	$ 641	36,496
Unallocated share-based compensation expense					(5,177)
Unallocated restructuring					(870)
Operating income					30,449
Unallocated interest income					1,245
Unallocated interest expense					(6,527)
Unallocated other expense, net					(298)
Income from continuing operations before income taxes					$ 24,869
Depreciation and amortization	$ 6,793	$ 1,154	$ 1,254	$ 613	$ 9,814

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	Quarter Ended March 31, 2008				
	Strategy Machine Solutions	Scoring Solutions	Professional Services	Analytic Software Tools	Total
			(In thousands)		
Revenues	$ 101,357	$ 39,276	$ 39,497	$ 13,104	$ 193,234
Operating expenses	(85,382)	(16,702)	(38,103)	(11,657)	(151,844)
Segment operating income	$ 15,975	$ 22,574	$ 1,394	$ 1,447	41,390
Unallocated share-based compensation expense					(6,750)
Unallocated restructuring					(6,124)
Operating income					28,516
Unallocated interest income					1,685
Unallocated interest expense					(3,837)
Unallocated other income, net					874
Income from continuing operations before income taxes					$ 27,238
Depreciation and amortization	$ 5,367	$ 1,193	$ 890	$ 580	$ 8,030

	Six Months Ended March 31, 2009				
	Strategy Machine Solutions	Scoring Solutions	Professional Services	Analytic Software Tools	Total
			(In thousands)		
Revenues	$ 174,207	$ 65,228	$ 58,709	$ 24,651	$ 322,795
Operating expenses	(139,581)	(28,353)	(63,661)	(20,929)	(252,524)
Segment operating income (loss)	$ 34,626	$ 36,875	$ (4,952)	$ 3,722	70,271
Unallocated share-based compensation expense					(10,648)
Unallocated restructuring					(8,948)
Operating income					50,675
Unallocated interest income					2,900
Unallocated interest expense					(13,685)
Unallocated other income, net					1,148
Income from continuing operations before income taxes					$ 41,038

Depreciation and amortization	$ 13,200	$ 2,438	$ 2,438	$ 1,321	$ 19,397

	Six Months Ended March 31, 2008				
	Strategy Machine Solutions	**Scoring Solutions**	**Professional Services**	**Analytic Software Tools**	**Total**
			(In thousands)		
Revenues	$ 198,784	$ 82,003	$ 75,513	$ 27,040	$ 383,340
Operating expenses	(169,851)	(33,881)	(72,876)	(23,548)	(300,156)
Segment operating income	$ 28,933	$ 48,122	$ 2,637	$ 3,492	83,184
Unallocated share-based compensation expense					(14,701)
Unallocated restructuring					(5,679)
Operating income					62,804
Unallocated interest income					4,235
Unallocated interest expense					(8,258)
Unallocated other income, net					617
Income from continuing operations before income taxes					$ 59,398
Depreciation and amortization	$ 11,164	$ 2,755	$ 1,585	$ 1,273	$ 16,777

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8. Fair Value Measurements

As discussed in Note 1, Adoption of Recent Accounting Pronouncements, on October 1, 2008, we adopted SFAS 157 for financial assets and financial liabilities and for non-financial assets and non-financial liabilities that we recognize or disclose at fair value on a recurring basis (at least annually). As of the date of adoption, these included cash equivalents and available-for-sale marketable securities. Consistent with the provisions of FSP 157-2, we elected to defer the provisions of SFAS 157 that relate to non-financial assets and non-financial liabilities that we do not recognize or disclose at fair value on a recurring basis.

SFAS 157 defines fair value as the price that would be received from the sale of an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. SFAS 157 establishes a three-level hierarchy for disclosure that is based on the extent and level of judgment used to estimate the fair value of assets and liabilities.

Level 1 uses unadjusted quoted prices that are available in active markets for identical assets or liabilities. Our Level 1 securities are predominantly comprised of money market funds.

Level 2 uses inputs other than quoted prices included in Level 1 that are either directly or indirectly observable through correlation with market data. These include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; and inputs to valuation models or other pricing methodologies that do not require significant judgment because the inputs used in the model, such as interest rates and volatility, can be corroborated by readily observable market data. Our Level 2 securities are predominantly comprised of U.S. government obligations that are generally held to maturity.

Level 3 uses one or more significant inputs that are unobservable and supported by little or no market activity, and that reflect the use of significant management judgment. Level 3 assets and liabilities include those whose fair value measurements are determined using pricing models, discounted cash flow methodologies or similar valuation techniques, and significant management judgment or estimation. We do not have any assets or liabilities that are valued using inputs identified under a Level 3 hierarchy.

The following table represents financial assets that we measured at fair value on a recurring basis at March 31, 2009. We have classified these assets in accordance with the fair value hierarchy set forth in SFAS 157:

	Active Markets For Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Fair Value As of March 31, 2009
Assets:			
Cash equivalents (1)	$ 134,372	$	$ 134,372
Corporate debt (2)		1,027	1,027
U.S. government obligations (2)		125,686	125,686
Marketable equity securities (3)	3,058		3,058
Total	$ 137,430	$ 126,713	$ 264,143

(1) Included in cash and cash equivalents on our balance sheet at March 31, 2009. Not included in

this table are $66,914 of cash balances which are not measured at fair value.

(2) Included in marketable securities (short-term and long-term) on our balance sheet at March 31, 2009.

(3) Represents securities held under a supplemental retirement and savings plan for certain officers and senior management employees, which are distributed upon termination or retirement of the employees. Included in long-term marketable securities on our balance sheet at March 31, 2009.

The valuation techniques used to measure the fair values of our financial assets incorporate market inputs, which include reported trades, broker/dealer quotes, benchmark yields, issuer spreads, benchmark securities and other inputs derived from or corroborated by observable market data.

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9. Income Taxes

Effective Tax Rate

Our effective tax rate was 27.2% and 34.7% during the quarters ended March 31, 2009 and 2008, respectively, and 26.4% and 35.0% during the six months ended March 31, 2009 and 2008, 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.

The tax rate in any quarter can be affected positively or negatively by adjustments that are required to be reported in the specific quarter of resolution. The tax rate was reduced from the second quarter of 2008 due to changes in the foreign domestic earnings mix as well as recognition of the 2008 extension of the Federal Research Credit and higher impact of permanent tax benefits on lower earnings.

The total unrecognized tax benefit for uncertain tax positions under FASB Interpretation No. 48 at March 31, 2009 is estimated to be approximately $29.2 million. We recognize interest expense related to unrecognized tax benefits and penalties as part of the provision for income taxes in our consolidated statements of income. We recognize interest earned as interest income in our consolidated statements of income. As of March 31, 2009, we have accrued interest of $3.7 million related to the unrecognized tax benefits.

10. Credit Agreement

We have a $600.0 million unsecured revolving credit facility with a syndicate of banks that expires in 2011. 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 our 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 March 31, 2009, we were in compliance with all covenants under this credit facility and we had $295.0 million of borrowings outstanding at an interest rate of 1.6%.

11. Senior Notes

In May 2008, we issued $275.0 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%. The Senior Notes are subject to certain restrictive covenants that are substantially similar to those in the credit agreement for the revolving credit facility including maintenance of consolidated leverage and fixed charge coverage ratios. The purchase agreement for the Senior Notes also includes covenants typical of unsecured facilities.

12. Derivative Instruments

On January 1, 2009, we adopted SFAS 161 which requires expanded disclosures on derivative investments and hedging activities. We use derivative instruments to manage risks caused by fluctuations in foreign exchange rates. The primary objective of our derivative instruments is to protect the value of foreign currency denominated accounts receivable and bank balances from the effects of volatility in foreign exchange that might occur prior to their conversion to their functional currency. We principally utilize foreign currency forward contracts, which enable us to buy and sell foreign currencies in the future at fixed exchange rates and economically offset changes in foreign currency exchange. We routinely enter into contracts to offset exposures denominated primarily in the British Pound, EURO and Japanese Yen.

Foreign currency denominated accounts receivable and bank balances are remeasured at spot rates in effect on the balance sheet date with the effects of changes in spot rates reported in Other income (expense), net. The forward contracts are not designated as hedges and are marked to market through Other income (expense), net. Fair value changes in the forward contracts help mitigate the changes in the value of the remeasured accounts receivable and bank balances attributable to changes in foreign currency exchange rates. The forward contracts are short-term in nature and typically have average maturities at inception of less than three months.

The following table summarizes the fair value of our derivative instruments and their location in the consolidated balance sheets:

March 31, 2009

(in thousands)	**Assets**		**Liabilities**	
Derivatives not designated as hedging instruments	**Balance Sheet Location**	**Amount**	**Balance Sheet Location**	**Amount**
Foreign currency forward contracts	Other current assets	$	Other current liabilities	$

The following table summarizes our outstanding forward foreign currency contracts, by currency at March 31, 2009:

		Contract Amount		
	Foreign Currency		**US$**	**Fair Value US$**
			(In thousands)	
Sell foreign currency:				
EURO (EUR)	EUR	9,130	$12,170	$
Japanese Yen (YEN)	YEN	93,800	951	
Canadian Dollar (CAD)	CAD	600	477	
Buy foreign currency:				
British Pound (GBP)	GBP	4,459	$ 6,390	$

The forward foreign currency contracts were all entered into on March 31, 2009; therefore, the fair value was $0 on that date.

The location in the consolidated statements of income and amounts of gains and losses related to derivative instruments not designated as hedging instruments are as follows:

March 31, 2009

(in thousands)	**Loss on Derivative Recognized in Income**	
Derivatives not designated as hedging instruments	**Location**	**Amount**
Foreign currency forward contracts	Other income (expense), net	$(366)

13. Contingencies

We are in 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 entered into a

Stipulation and Agreement of Settlement along with most of the other defendant

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issuers in this coordinated litigation, where such issuers and their officers and directors would be dismissed with prejudice, subject to the satisfaction of certain conditions, including 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 could be no agreement, thus the District Court entered an order formally denying the motion for final approval of the settlement agreement.

The issuers and their insurers have recently reached a preliminary settlement agreement, which they believe to be consistent with the earlier court rulings and which has been presented to all parties for approval. The Company has given consent to the terms of the proposed settlement. Under the terms of this Agreement, we would not pay any amount of the settlement. We expect that the parties to the consolidated action will begin preparing formal settlement documents shortly. However, due to the inherent uncertainties of litigation, we cannot accurately predict the ultimate outcome of this matter.

14. New Accounting Pronouncements Not Yet Adopted

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 May 2008, the FASB issued FASB Staff Position (FSP) APB 14-1, *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. Even though we retired our Senior Convertible Notes during fiscal 2008, this new accounting treatment still requires us to retrospectively record a significant amount of non-cash interest expense in the periods when these notes were outstanding. We are in the process of determining what effect the adoption of this FSP will have on our consolidated financial statements.

In April 2008, the FASB issued FASB Staff Position (FSP) SFAS 142-3, *Determination of the Useful Life of Intangible Assets.* FSP SFAS 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS 142, *Goodwill and Other Intangible Assets.* This new staff position is intended to improve the consistency between the useful life of a recognized intangible asset under SFAS 142 and the period of expected cash flows used to measure the fair value of the asset under SFAS 141(R), *Business Combinations*. FSP SFAS 142-3 is effective for fiscal years beginning after December 15, 2008. We are in the process of determining what effect, if any, the adoption of FSP SFAS 142-3 will have on our consolidated financial statements.

In April 2009, the FASB issued FASB Staff Position (FSP) No. 107-1 and APB 28-1, *Interim Disclosures About Fair Value of Financial Instruments.* The staff position requires fair value disclosures of financial instruments on a quarterly basis, as well as new disclosures regarding the methodology and significant assumptions underlying the fair value measures and any changes to the methodology and assumptions during the reporting period. FSP No. 107-1 and

APB 28-1 is effective for interim and annual periods ending after June 15, 2009. We are in the process of determining what effect the adoption of FSP 107-1 and APB 28-1 will have on

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our consolidated financial statements.

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 2009.

OVERVIEW

We are a leader in Decision Management (DM) 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 companies 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 March 31, 2009, 71% of our revenues were derived from within these industries. A significant portion of our remaining revenues is derived from the healthcare 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 customer acquisition, cross

selling and retention programs. Approximately 76% and 70% of our revenues during the quarters ended March 31, 2009 and 2008, respectively, and 77% and 72% of our revenues for the six months ended March 31, 2009 and 2008, 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.

One measure used by management as an indicator of our business performance is the volume of bookings achieved. We define a

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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 March 31, 2009, we achieved bookings of $46.8 million, with no deals with a booking value of $3.0 million or more. In comparison, bookings in the prior year quarter ended March 31, 2008 were $99.2 million, including three deals 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 noncancelable 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 have generally grown, and may in the future grow more rapidly than our revenues from domestic clients. International revenues totaled $51.2 million and $66.7 million during the quarters ended March 31, 2009 and 2008, respectively, representing 32% and 35% of total consolidated revenues in each of these periods. International revenues totaled $112.4 million and $127.7 million during the six months ended March 31, 2009 and 2008, respectively, representing 35% and 33% 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, subject to the impact of foreign currency fluctuations.

Reengineering Plan

In April 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 and we fully exited our Cortronics neural research product line, Fast Panel diagnostics product line and advertising services group.

In January 2009, we announced additional actions under the reengineering plan. The additional actions were either completed or committed to by management prior to December 31, 2008 and were primarily aimed at reducing costs through headcount reductions and facility consolidations. With respect to the headcount reductions, we identified and eliminated 255 positions throughout the Company. We expect annual cost savings as a result of these additional actions of approximately $30 million. During the quarter ended March 31, 2009, we recognized a $1.2 million charge due to unfavorable sublease arrangements we entered into for office space previously vacated. We plan to achieve further cost savings by eliminating additional positions during fiscal 2009 through attrition of non-revenue producing positions and restricting discretionary expenditures.

Current Business Environment

In 2008, the financial markets experienced significant volatility and general economic conditions deteriorated. These conditions have had a substantial impact on our customers, especially financial institutions. This has included an increased number of consolidations among our customers, a significant decline in new account acquisition activities and extension of credit by financial institutions and a general slowing of software purchases and related implementation services by our customers. These unfavorable conditions have affected our business in the quarter ended March 31, 2009 and are expected to continue to affect us during the remainder of fiscal 2009. In particular, our Scoring Solutions, Strategy Machine Solutions and Professional Services segments have experienced significant revenue declines.

As a result of this difficult business environment, we continue to aggressively manage our expenses in an effort to maintain solid earnings and cash flows. We also plan to continue to invest in our Decision Management solutions, as well as our core business operations.

Acquisition and Divestiture Activity

In January 2008, we acquired Dash Optimization Ltd., a leading provider of decision modeling and optimization software, for an

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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 April 2008, we completed the sale of our Insurance Bill Review business unit for $15.7 million in cash to Mitchell International, Inc. We recorded a $7.2 million pre-tax loss, but a $3.3 million after-tax gain on the sale, as the amount of goodwill disposed of for income tax purposes exceeded the amount determined for financial reporting purposes. Revenues from the business were $10.1 million and $19.4 million for the quarter and six month period ended March 31, 2008, respectively. 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.

Segment Information

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 quarters ended March 31, 2009 and 2008 are set forth in Note 7 to the accompanying condensed consolidated financial statements.

RESULTS OF OPERATIONS

Revenues

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

	Quarter Ended March 31,		Percentage of Revenues		Period-to-Period	
Segment	2009	2008	2009	2008	Period-to-Period Change	Percentage Change
	(In thousands)				(In thousands)	
Strategy Machine Solutions	$ 86,632	$ 101,357	54%	53%	$ (14,725)	(15)%
Scoring Solutions	31,118	39,276	20%	20%	(8,158)	(21)%
Professional Services	30,885	39,497	19%	20%	(8,612)	(22)%
Analytic Software Tools	10,700	13,104	7%	7%	(2,404)	(18)%
	$ 159,335	$ 193,234	100%	100%	(33,899)	(18)%

	Six Months Ended March 31,		Percentage of Revenues		Period-to-Period	
Segment	2009	2008	2009	2008	Period-to-Period Change	Percentage Change
	(In thousands)				(In thousands)	
Strategy Machine Solutions	$ 174,207	$ 198,784	54%	52%	$ (24,577)	(12)%
Scoring Solutions	65,228	82,003	20%	21%	(16,775)	(20)%
Professional Services	58,709	75,513	18%	20%	(16,804)	(22)%
	24,651	27,040	8%	7%	(2,389)	(9)%

Analytic Software Tools	$ 322,795	$ 383,340	100%	100%	(60,545)	(16)%

Quarter Ended March 31, 2009 Compared to Quarter Ended March 31, 2008 Revenues

Strategy Machine Solutions segment revenues decreased $14.7 million due to a $5.4 million decrease in revenues from our *customer management solutions*, a $4.7 million decrease in revenues from our *collections and recovery solutions*, a $1.5 million decrease in revenues from our *consumer solutions,* a $1.4 million decrease in revenues from our *fraud solutions,* a $1.2 million decrease in revenues from our *marketing solutions,* and a $0.5 million decrease in revenues from our other strategy machine solutions.

Overall segment revenues were adversely impacted by difficult global economic conditions that caused our customers to restrict investments in large technology projects. In addition, revenues declined $2.5 million due to unfavorable currency translation related to

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the weakening of the British Pound versus the U.S. dollar. At the product group level, the decrease in *customer management solutions* revenues was attributable to a decline in license sales, as the prior year quarter included several large license sales. In addition, there was a decline in *customer management solutions* transactional revenues. The decrease in *collections and recovery solutions* revenues resulted from a decline in license sales as the prior year quarter included several large license sales. The decrease in *consumer solutions* was primarily attributed to revenues lost from Experian terminating its relationship with myFICO.com® during the quarter. The decrease in *fraud solutions* revenues was attributable primarily to decreases in volumes associated with transactional-based agreements. The decline was partially the result of a decrease in revenues associated with our solutions for telecommunication service providers, which we have determined are not strategic and are no longer actively marketing. The decrease in *marketing solutions* revenues was attributable primarily to a decline in sales volumes resulting from the loss last year of several large customer accounts.

Scoring Solutions segment revenues decreased $8.2 million due to a $6.8 million reduction in revenues derived from the credit reporting agencies, which resulted from a decline in volumes. Volumes declined as financial institutions have significantly reduced new account acquisition activities and extension of credit. 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. 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 2009.

During the quarters ended March 31, 2009 and 2008, revenues generated from our agreements with Equifax, TransUnion and Experian collectively accounted for approximately 18% of our total revenues, including revenues from these customers that are recorded in our other segments.

Professional Services segment revenues decreased $8.6 million as difficult global economic conditions have caused customers to slow down contracted services, and as a result of the weakening of the British Pound versus the U.S. dollar, which accounts for $2.4 million of the decrease. The decline in revenues also reflects the overall decline in license sales, which results in a corresponding decline in implementation services. In addition, the decline in revenues is the result of our decision to stop pursuing certain lower margin consulting service engagements. During the quarter ended March 31, 2009, we established fair value for certain analytic model consulting services that had previously been recorded as deferred revenue. Because all of the revenue recognition criteria have been met for these services, we recognized revenue of $2.5 million in the quarter that was previously deferred.

Analytic Software Tools segment revenues decreased $2.4 million due to a decline in sales of our Blaze Advisor and Model Builder products, which was partially offset by $1.1 million increase from products acquired in our January 2008 acquisition of Dash Optimization Ltd.

Six Months Ended March 31, 2009 Compared to Six Months Ended March 31, 2008 Revenues

Strategy Machine Solutions segment revenues decreased $24.6 million due to a $7.5 million decrease in revenues from our *collections and recovery solutions*, a $7.1 million decrease in revenues from our *customer management solutions*, a $5.4 million decrease in revenues from our *fraud solutions,* a $2.8 million decrease in revenues from our *marketing solutions,* and a $1.8 million decrease in revenues from our other strategy machine solutions.

Overall segment revenues were adversely impacted by difficult global economic conditions that caused our customers to restrict investments in large technology projects. In addition, revenues declined $4.2 million due to unfavorable currency translation related to the weakening of the British Pound versus the U.S. dollar. At the product group level, the decrease in *collections and recovery solutions* revenues resulted from a decline in license sales. The decrease in *customer management solutions* revenues was attributable to a decline in license sales, as the prior year period included several large license sales. In addition, there was a decline in *customer management solutions* transactional revenues. The decrease in *fraud solutions* revenues was attributable primarily to decreases in volumes associated with transactional-based agreements. The decline was partially the result of a decrease in revenues associated with our solutions for telecommunication service providers, which we have determined are not strategic and are no longer actively marketing. Revenues were also adversely impacted by the restructuring of a large customer contract. The decrease in *marketing solutions* revenues was attributable primarily to a decline in sales volumes resulting from the loss last year of several large customer accounts.

Scoring Solutions segment revenues decreased $16.8 million due to a $13.6 million reduction in revenues derived from the credit reporting agencies, which resulted from a decline in volumes. Volumes declined as financial institutions have significantly reduced new account acquisition activities and extension of credit. 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. We expect that competitive pricing pressures as well as reduced volumes due to weakness in the U.S.

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financial credit market will continue to adversely affect segment revenues in fiscal 2009.

During the six months ended March 31, 2009 and 2008, revenues generated from our agreements with Equifax, TransUnion and Experian, collectively accounted for approximately 18% and 19%, respectively, of our total revenues, including revenues from these customers that are recorded in our other segments.

Professional Services segment revenues decreased $16.8 million as difficult global economic conditions have caused customers to slow down contracted services, and as a result of the weakening of the British Pound versus the U.S. dollar, which accounts for $3.7 million of the decrease. The decline in revenues also reflects the overall decline in license sales, which results in a corresponding decline in implementation services. In addition, the decline in revenues is the result of our decision to stop pursuing certain lower margin consulting service engagements. During the six month period ended March 31, 2009, we established fair value for certain analytic model consulting services that had previously been recorded as deferred revenue. Because all of the revenue recognition criteria have been met for these services, we recognized revenue of $2.5 million in the six-month period that was previously deferred.

Analytic Software Tools segment revenues decreased $2.4 million due to a decline in sales of our Blaze Advisor product which was partially offset by $3.3 million increase from products acquired in our January 2008 acquisition of Dash Optimization Ltd.

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 March 31,		Percentage of Revenues		Period-to-Period	
	2009	2008	2009	2008	Period-to-Period Change	Percentage Change
	(In thousands)				(In thousands)	
Revenues	$ 159,335	$ 193,234	100%	100%	$ (33,899)	(18)%
Operating expenses:						
Cost of revenues	53,476	72,946	34%	38%	(19,470)	(27)%
Research and development	18,924	20,662	12%	10%	(1,738)	(8)%
Selling, general and administrative	52,460	61,365	33%	32%	(8,905)	(15)%
Amortization of intangible assets	3,156	3,621	2%	2%	(465)	(13)%
Restructuring	870	6,124		3%	(5,254)	(86)%
Total operating expenses	128,886	164,718	81%	85%	(35,832)	(22)%
Operating income	30,449	28,516	19%	15%	1,933	7%
Interest income	1,245	1,685	1%	1%	(440)	(26)%
Interest expense	(6,527)	(3,837)	(4)%	(2)%	(2,690)	70%
Other income (expense), net	(298)	874			(1,172)	(134)%
Income before income taxes	24,869	27,238	16%	14%	(2,369)	(9)%

Provision for income taxes	6,761	9,464	5%	5%	(2,703)	(29)%
Income from continuing operations	18,108	17,774	11%	9%	334	2%
Loss from discontinued operations	(363)	(4,287)		(2)%	3,924	(92)%
Net income	$ 17,745	$ 13,487	11%	7%	4,258	32%
Number of employees at quarter end	2,184	2,925			(741)	(25)%

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	Six Months Ended March 31,		Percentage of Revenues		Period-to-Period	
	2009	2008	2009	2008	Period-to-Period Change	Percentage Change
	(In thousands)				(In thousands)	
Revenues	$ 322,795	$ 383,340	100%	100%	$ (60,545)	(16)%
Operating expenses:						
Cost of revenues	112,495	139,918	35%	37%	(27,423)	(20)%
Research and development	37,045	40,131	11%	11%	(3,086)	(8)%
Selling, general and administrative	107,229	128,124	33%	33%	(20,895)	(16)%
Amortization of intangible assets	6,403	6,684	2%	2%	(281)	(4)%
Restructuring	8,948	5,679	3%	1%	3,269	58%
Total operating expenses	272,120	320,536	84%	84%	(48,416)	(15)%
Operating income	50,675	62,804	16%	16%	(12,129)	(19)%
Interest income	2,900	4,235	1%	1%	(1,335)	(32)%
Interest expense	(13,685)	(8,258)	(4)%	(2)%	(5,427)	66%
Other income, net	1,148	617			531	86%
Income before income taxes	41,038	59,398	13%	15%	(18,360)	(31)%
Provision for income taxes	10,820	20,788	4%	5%	(9,968)	(48)%
Income from continuing operations	30,218	38,610	9%	10%	(8,392)	(22)%
Loss from discontinued operations	(363)	(4,937)		(1)%	4,574	(93)%
Net income	$ 29,855	$ 33,673	9%	9%	(3,818)	(11)%

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 34% for the quarter ended March 31, 2009, as compared to 38% for the quarter ended March 31, 2008. The decrease was primarily due to the recognition of $2.5 million previously deferred revenue, related to the establishment of fair value for certain analytic model consulting services, which had no related expense and the reduction of cost of revenue expenses. The quarter over quarter decrease of $19.5 million in cost of revenues resulted from a $12.5 million decrease in personnel and other labor-related costs, a $3.2 million

decrease in third party software and data, a $1.9 million decrease in travel costs, a $1.4 million decrease in facilities and infrastructure costs and a $0.5 million decrease in other costs. The decrease in personnel and other labor-related costs was attributable primarily to a decline in salary and related benefit costs resulting from staff reductions and from the decline in professional services activities. The decrease in third party software and data costs was due to decreased sales that required data acquisition. The decrease in travel costs was driven by management programs focused on reducing expenses and from the overall reduction in professional services activities. The decrease in facilities and infrastructure costs was attributable primarily to a decline in allocated costs resulting from a reduction in cost of revenue expenses.

The year-to-date period over period decrease of $27.4 million in cost of revenues resulted from an $18.7 million decrease in personnel and other labor-related costs, a $3.3 million decrease in third party software and data, a $2.2 million decrease in facilities and infrastructure costs, a $2.0 million decrease in travel costs, and a $1.2 million decrease in other costs. The overall decrease 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 slightly higher than those incurred during the quarter ended March 31, 2009.

Research and Development

Research and development expenses include the personnel and related overhead costs incurred in the development of new products and services, including 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 decrease of $1.7 million in research and development expenditures was attributable primarily to a $2.2

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million decrease in personnel and related costs and a $0.6 million decrease in other expenses, partially offset by a $1.1 million increase in data-related expenses. The decrease in personnel and related costs was driven by a staff reduction that was associated with our reengineering program. The increase in other expenses was due to higher costs for data that is used for product development initiatives.

The year-to-date period decrease of $3.1 million in research and development expenditures was attributable primarily to a $4.0 million decrease in personnel and related costs and a $1.2 million decrease in other expenses, partially offset by a $2.1 million increase in data related expenses. The decrease in research and development expenditures 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 research and development expenditures as a percentage of revenues will be consistent with those incurred during the quarter ended March 31, 2009.

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 $8.9 million in selling, general and administrative expenses was attributable to a $10.4 million decrease in personnel and other labor-related costs and a $1.2 million decrease in travel costs, partially offset by a $1.1 million increase in facilities and infrastructure costs and a $1.6 million net increase in other expenses. The decrease in personnel and labor-related costs related primarily to a decline in salary and benefit costs resulting from staff reductions associated with our reengineering program. The decrease in travel expenses was driven by management programs focused on reducing expenses. The increase in facilities and infrastructure costs was attributable primarily to an increase in allocated costs resulting from a higher proportion on selling, general and administrative expenses as compared to total operating expenses. The increase in other expenses was attributable to increased costs associated with property and sales taxes and fees.

The year-to-date period over period decrease of $20.9 million in selling, general and administrative expenses was attributable to a $17.6 million decrease in personnel and other labor-related costs, a $3.1 million decrease in travel costs, a $0.2 million net decrease in other expenses. The decrease in personnel and labor-related costs related primarily to a decline in salary and benefit costs resulting from staff reductions associated with our reengineering program. The decline in travel expenses was driven by management programs focused on reducing expenses.

Over the next several quarters, we expect that selling, general and administrative expenses as a percentage of revenues will be consistent with those incurred during the quarter ended March 31, 2009.

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.

In fiscal 2009, we expect that amortization expense will be consistent with the amortization expense we recorded in fiscal 2008.

Restructuring

During the quarter ended March 31, 2009, we recognized a $1.2 million charge due to unfavorable sublease arrangements we entered into for office space previously vacated. The charge was offset by a $0.4 million reduction in other restructuring liabilities.

During the quarter ended December 31, 2008, in connection with our reengineering program, we incurred net charges totaling $8.1 million. The charges included $5.9 million for severance costs associated with the reduction of 255 positions throughout the Company. Cash payments for substantially all the severance costs were paid during the quarter ended March 31, 2009. We also recognized charges of $2.6 million associated with vacating excess leased space located in Georgia and California. The charge represents future cash lease payments, net of estimated sublease income, which will be paid out over the next nine years.

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During the quarter ended March 31, 2008 we eliminated 190 positions across the Company and incurred charges of $5.3 million for severance. 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.

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 in fiscal 2007.

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 $0.4 million was attributable to a decline in interest rates and investment income yields due to market conditions.

The year-to-date period decrease in interest income of $1.3 million was attributable to a decline in interest rates and investment income yields due to market conditions.

Interest Expense

Interest expense recorded during the quarter ended March 31, 2009 included interest on Senior Notes that were issued in May 2008 and interest associated with borrowings under our revolving credit facility. Interest expense recorded during the quarter ended March 31, 2008 related to our Senior Convertible Notes as well as interest associated with borrowing under our revolving credit facility. We repurchased all of the outstanding Senior Convertible Notes during fiscal 2008.

The quarter over quarter increase in interest expense of $2.7 million was the result of higher average interest rates on outstanding borrowings. The increase in the average interest rate was due to the issuance of $275.0 million of Senior Notes, which had a weighted average interest rate of 6.8%. In the prior year, we had $391.0 million of Senior Convertible Notes outstanding that had an interest rate of 1.5%.

The year-to-date period increase in interest expense of $5.4 million was attributable to the same factors that affected the quarter over quarter comparison.

Other Income (Expense), Net

Other income (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 expense, net in the quarter ended March 31, 2009, primarily consisted of foreign exchange currency losses of $0.4 million. In the quarter ended March 31, 2008, other income, net resulted from foreign exchange currency gains of $0.4 million and a $0.4 million gain on the redemption of $23.7 million of Senior Convertible Notes.

Other income, net was $1.1 million for the six months ended March 31, 2009 compared with other income, net of $0.6 million for the six months ended March 31, 2008. The increase in other income, net was primarily due to foreign exchange currency gains of $1.0 million that were recognized in the six months ended March 31, 2009, compared with foreign exchange currency gains of $0.2 million in the prior year period.

Provision for Income Taxes

Our effective tax rate was 27.2% and 34.7% during the quarters ended March 31, 2009 and 2008, respectively, and 26.4% and 35.0% during the six months ended March 31, 2009 and 2008, 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. The tax rate in any quarter can be affected positively or negatively by adjustments that are required to be reported in the specific quarter of resolution.

Our effective tax rate for the quarter and six months ended March 31, 2009, was positively affected by changes in the foreign and domestic earnings mix, the impact of permanent tax benefits on lower earnings and the recognition of $0.8 million of discrete tax benefits. The discrete tax benefits included the recognition of U.S. federal research and development tax credits related to fiscal 2008. We were unable to recognize these tax credits during the nine months ended September 30, 2008 as legislation providing for

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reinstatement of this credit was not enacted until October 2008.

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 March 31, 2009	2008	Period-to-Period Change	Period-to-Period Percentage Change
		(In thousands)		
Strategy Machine Solutions	$ 18,504	$ 15,975	$ 2,529	16%
Scoring Solutions	17,120	22,574	(5,454)	(24)%
Professional Services	231	1,394	(1,163)	(83)%
Analytic Software Tools	641	1,447	(806)	(56)%
Segment operating income	36,496	41,390	(4,894)	(12)%
Unallocated share-based compensation	(5,177)	(6,750)	1,573	(23)%
Unallocated restructuring	(870)	(6,124)	5,254	(86)%
Operating income	$ 30,449	$ 28,516	1,933	7%

Segment	Six Months Ended March 31, 2009	2008	Period-to-Period Change	Period-to-Period Percentage Change
		(In thousands)		
Strategy Machine Solutions	$ 34,626	$ 28,933	$ 5,693	20%
Scoring Solutions	36,875	48,122	(11,247)	(23)%
Professional Services	(4,952)	2,637	(7,589)	(288)%
Analytic Software Tools	3,722	3,492	230	7%
Segment operating income	70,271	83,184	(12,913)	(16)%
Unallocated share-based compensation	(10,648)	(14,701)	4,053	(28)%
Unallocated restructuring	(8,948)	(5,679)	(3,269)	58%
Operating income	$ 50,675	$ 62,804	(12,129)	(19)%

The quarter over quarter increase of $1.9 million in operating income was attributable to a decline in segment operating expenses, restructuring charges and share-based compensation expenses partially offset by a decrease in segment revenues. At the segment level, the decline in segment operating income was driven by a $5.5 million decrease in our Scoring Solutions segment operating income, a $1.2 million decrease in our Professional Services segment operating income and a $0.8 million decrease in our Analytical Software Tools segment operating income. The decline was partially offset by a $2.5 million increase in our Strategy Machine Solutions segment operating income. The decrease in Scoring Solutions segment operating income was attributable primarily to a decline in revenues derived from services to the credit reporting agencies and for services that we provided directly to users in financial services. The decrease in Professional Services segment operating results was due to the decline in revenues partially offset by reduced operating expenses. Professional services revenues decreased as difficult global economic conditions have caused customers to slow down contracted services. The decline in revenues also reflects the overall

decline in license sales, which results in a corresponding decline in implementation services. We expect the difficult business environment to continue to adversely affect Professional Services segment results, and accordingly we are aggressively managing our expenses in order to offset the revenue declines. In our Analytic Software Tools segment, the decrease in segment operating income was due to lower segment revenues. The increase in Strategy Machine Solutions segment operating income was attributable to a significant decline in operating expenses, which was driven by our reengineering program. Under the reengineering program, we have reduced operating costs through staff reductions, facility consolidations and restriction of discretionary expenditures. The increase in Strategy Machines Solutions operating income was partially offset by a decline in revenues. Segment revenues were adversely impacted by difficult global economic conditions that caused our customers to restrict investments in large technology projects.

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The year-to-date period over period decrease of $12.1 million in operating income was attributable to a decrease in segment revenues and an increase in restructuring charges, partially offset by a decline in segment operating expenses and share-based compensation expenses. At the segment level, the decline in segment operating income was driven by an $11.2 million decrease in our Scoring Solutions segment operating income and a $7.6 million decrease in our Professional Services segment operating income. The decline was partially offset by a $5.7 million increase in our Strategy Machine Solutions segment operating income and a $0.2 million increase in our Analytical Software Tools segment operating income. The decrease in Scoring Solutions segment operating income was attributable primarily to a decline in revenues derived from services to the credit reporting agencies and for services that we provided directly to users in financial services. The decrease in Professional Services segment operating income was due to the decline in revenues partially offset by reduced operating expenses. Professional Services revenues decreased as difficult global economic conditions have caused customers to slow down contracted services. The decline in revenues also reflects the overall decline in license sales, which resulted in a corresponding decline in implementation services. We expect the difficult business environment to continue to adversely affect Professional Services segment results, and accordingly we are aggressively managing our expenses in order to offset the revenue declines. The increase in Strategy Machine Solutions segment operating income was attributable to a significant decline in operating expenses, which was driven by our reengineering program. Under the reengineering program, we have reduced operating costs through staff reductions, facility consolidations and restriction of discretionary expenditures. The increase in Strategy Machines Solutions operating income was partially offset by a decline in revenues. Segment revenues were adversely impacted by difficult global economic conditions that caused our customers to restrict investments in large technology projects. In our Analytic Software Tools segment, the increase in segment operating income was due to lower operating expenses.

Discontinued Operations

In March 2009, we recorded a charge of $0.4 million, net of tax, resulting from the resolution of a final working capital adjustment in favor of the purchaser.

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.

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 increased from $70.3 million during the six months ended March 31, 2008 to $86.3 million during the six months ended March 31, 2009. Operating cash flows were positively impacted by a decrease in accounts receivable of $28.4 million, which resulted from the timing of cash receipts and an increase in deferred revenue. Operating cash flows were negatively impacted by a decline in earnings during the six months ended March 31, 2009.

Cash Flows from Investing Activities

Net cash used in investing activities totaled $9.1 million during the six months ended March 31, 2009, compared to net cash used by investing activities of $33.0 million in the six months ended March 31, 2008. The change in cash flows from investing activities was primarily due to $31.9 million paid for the acquisition of Dash Optimization Ltd. in January 2008, a $12.7 million decrease in proceeds from sales and maturities of marketable securities, net of purchases and a $4.9 million decrease in capital expenditures.

Cash Flows from Financing Activities

Net cash provided by financing activities totaled $1.1 million during the six months ended March 31, 2009, compared to net cash used by financing activities of $73.0 million during the six months ended March 31, 2008. The change in cash flows from financing activities was primarily due to a $106.8 million decrease in common stock repurchased, partially offset by a $43.0 million decrease in cash proceeds from borrowings under a revolving credit facility and a $12.0 million decrease in proceeds from the issuance of common stock under employee stock plans. During the six months ended March 31, 2008 we also repurchased $23.3 million of our senior convertible notes in the open market.

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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. During the six months ended March 31, 2009, we did not repurchase any of our common stock. During the six months ended March 31, 2008, we expended $106.8 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 March 31, 2009, we had $148.2 million remaining under this authorization.

Dividends

During the quarter ended March 31, 2009, 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.

Credit Agreement

We have a $600.0 million unsecured revolving credit facility with a syndicate of banks that expires in 2011. 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 our 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 March 31, 2009, we were in compliance with all covenants under this credit facility and we had $295.0 million of borrowings outstanding at an interest rate of 1.6%.

Senior Notes

In May 2008, we issued $275.0 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%. The Senior Notes are subject to certain restrictive covenants that are substantially similar to those in the credit agreement for the revolving credit facility including maintenance of consolidated leverage and fixed charge coverage ratios. The purchase agreement for the Senior Notes also includes covenants typical of unsecured facilities.

Capital Resources and Liquidity Outlook

As of March 31, 2009, we had $331.1 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 and anticipated cash flows from operating activities, will be sufficient to fund our working and other capital requirements and any scheduled repayments of existing debt over the course of the next twelve months. Under our current financing arrangements we have no significant debt obligations maturing until fiscal 2012. 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.

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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 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, 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

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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 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. 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

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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.

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 2008, indicating the underlying goodwill of each reporting unit was not impaired. 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. There are various

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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 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.

During the quarter ended December 31, 2008, based on a combination of factors, including the current economic environment and a decline in our operating results and market capitalization, we concluded that there were sufficient indicators to require us to perform an interim goodwill impairment analysis as of December 1, 2008 (the interim testing date). Based on our analysis, we concluded that the estimated fair value of each of our reporting units exceeded its respective carrying value as of the interim testing date, indicating the underlying goodwill of each reporting unit was not impaired. During the quarter ended March 31, 2009, we determined that no additional indicators existed which would require an update from the analysis performed during the prior quarter. However, if difficult market and economic conditions continue over a sustained period, we may experience a further decline in the fair value of one or more of our reporting units as compared to the interim testing date levels. Such further declines in fair value may require us to record an impairment charge related to goodwill.

Share-Based Compensation

We account for share-based compensation using the fair value recognition provisions of SFAS 123(R), *Share-Based Payment*. 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 the 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.

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We adopted the provisions of FASB Interpretation No. 48 (FIN No. 48), *Accounting for Uncertainty in Income Taxes*, on October 1, 2007. 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.

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 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 May 2008, the FASB issued FASB Staff Position (FSP) APB 14-1, *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. Even though we retired our Senior Convertible Notes during fiscal 2008, this new accounting treatment still requires us to retrospectively record a significant amount of non-cash interest expense in the periods when these notes were outstanding. We are in the process of determining what effect the adoption of this FSP will have on our consolidated financial statements.

In April 2008, the FASB issued FASB Staff Position (FSP) SFAS 142-3, *Determination of the Useful Life of Intangible Assets.* FSP SFAS 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS 142, *Goodwill and Other Intangible Assets.* This new staff position is intended to improve the consistency between the useful life of a recognized intangible asset under SFAS 142 and the period of expected cash flows used to measure the fair value of the asset under SFAS 141(R), *Business Combinations*. FSP SFAS 142-3 is effective for fiscal years beginning after December 15, 2008. We are in the process of determining what effect, if any, the adoption of FSP SFAS 142-3 will have on our consolidated financial statements.

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In April 2009, the FASB issued FASB Staff Position (FSP) No. 107-1 and APB 28-1, *Interim Disclosures About Fair Value of Financial Instruments* . The staff position requires fair value disclosures of financial instruments on a quarterly basis, as well as new disclosures regarding the methodology and significant assumptions underlying the fair value measures and any changes to the methodology and assumptions during the reporting period. FSP No. 107-1 and APB 28-1 is effective for interim and annual periods ending after June 15, 2009.

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 March 31, 2009 and September 30, 2008:

	March 31, 2009			September 30, 2008		
	Cost Basis	Carrying Amount	Average Yield	Cost Basis	Carrying Amount	Average Yield
	(Dollars in thousands)					
Cash and cash equivalents	$ 201,286	$ 201,286	0.45%	$ 129,678	$ 129,678	2.56%
Short-term investments	58,969	59,232	2.86%	57,065	57,049	3.42%
Long-term investments	66,901	67,480	2.63%	67,274	67,397	3.55%
	$ 327,156	$ 327,998	1.33%	$ 254,017	$ 254,124	3.01%

In May 2008, we issued $275.0 million of Senior Notes to a group of institutional investors in a private placement. The fair value of our Senior Notes may increase or decrease due to various factors, including fluctuations in market interest rates and fluctuations in general economic conditions. See Management s Discussion and Analysis of Financial Condition and Results of Operations Capital Resources and Liquidity, above, for additional information on the Senior Notes. The following table presents the principal amounts, carrying amounts, and fair values for our Senior Notes at March 31, 2009 and September 30, 2008:

	March 31, 2009			September 30, 2008		
	Principal	Carrying Amount	Fair Value	Principal	Carrying Amount	Fair Value
	(In thousands)					
Senior Notes	$275,000	$275,000	$274,325	$275,000	$275,000	$239,153

We have interest rate risk with respect to our five-year $600 million unsecured revolving credit facility. 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. 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. We had $295.0 million of borrowings outstanding on this facility as of March 31, 2009 and September 30, 2008.

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

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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.

The following table summarizes our outstanding forward foreign currency contracts, by currency at March 31, 2009:

	Contract Amount			
	Foreign Currency		US$	Fair Value US$
			(In thousands)	
Sell foreign currency:				
EURO (EUR)	EUR	9,130	$12,170	$
Japanese Yen (YEN)	YEN	93,800	951	
Canadian Dollar (CAD)	CAD	600	477	
Buy foreign currency:				
British Pound (GBP)	GBP	4,459	$ 6,390	$

The forward foreign currency contracts were all entered into on March 31, 2009; 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 our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our 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 our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit 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 our 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. 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. On February 9, 2009, the Court granted our motion to strike counterclaims the remaining defendants had attempted to bring against us in the case, allowing them to assert only a counterclaim for trademark cancellation. We continue to pursue our claims against the remaining defendants, with trial expected in mid-2009.

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Item 1A. ***Risk Factors***

Risks Related to Our Business

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

We have focused 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 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.

Our reengineering plan may not be successful which could cause our growth prospects and profitability to suffer.

We are implementing a reengineering plan designed to grow revenues through strategic resource allocation and improve profitability through cost reductions. Initially, implementation of the reengineering plan will reduce our revenues as a result of our exit from non-strategic product lines. Our reengineering plan may not be successful as a result of our failure to reduce expenses at the anticipated level, our inability to exit all non-strategic product lines included in the plan, a loss of more revenues than currently anticipated as a result of implementing the plan or a lower, or no, positive impact on revenues from strategic resource allocation. If our reengineering plan is not successful, our revenues, results of operations and business may suffer.

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 key data for our products;

saturation or contraction 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 depend 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,

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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. Certain of our large customers have been negatively impacted by the current financial crisis. If these customers continue to be negatively impacted, or if the terms of these relationships otherwise 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.

In addition, since mid-2007, global financial markets have suffered substantial stress, volatility, illiquidity and disruption. These forces reached unprecedented levels in the fall of 2008, resulting in the bankruptcy or acquisition of, or government assistance to, several major domestic and international financial institutions which are customers of our company. The potential for increased and continuing economic disruption presents considerable risks to our business, including potential bankruptcies or credit deterioration of financial institutions with which we have substantial relationships. Further deterioration or a continuation of the market conditions experienced since the fall of 2008 is likely to lead to a continued decline in the volume of transactions that we execute for our customers.

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 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.

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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.

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

fluctuations in domestic and international economic conditions, including a continuation of the substantial disruption currently being experienced by the global financial markets;

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 financial services companies, and these fluctuations sometimes have been unrelated to

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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.

Due to ongoing uncertainty in economic conditions and weakness in financial credit markets, the fair value of our businesses has recently declined. If difficult market and economic conditions continue over a sustained period, we may experience a further decline in the fair value of one or more of our businesses from current levels. Such further declines in fair value may require us to record an impairment charge related to goodwill, which could adversely affect our results of operations, stock price and business.

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 Integrated Client Networks, or 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, particularly those experiencing financial stress or budgetary constraints, 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 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. The failure of the value of our stock to

appreciate 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

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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 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.

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 non-infringing 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.

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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 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, either as a result of the quality of these products and services or due to other factors, such as economic conditions, 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 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;

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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.

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

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

The implementation of the Emergency Economic Stabilization Act of 2008 and the American Recovery and Reinvestment Act of 2009 by federal regulators to manage the financial crisis in the United States;

Laws and regulations regarding export controls as they apply to FICO products delivered in non-US countries.

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.

In response to recent market disruptions, legislators and financial regulators implemented a number of mechanisms designed to add stability to the financial markets, including the provision of direct and indirect assistance to distressed financial institutions, assistance by the banking authorities in arranging acquisitions of weakened banks and broker-dealers, and implementation of programs by the Federal Reserve to provide liquidity to the commercial paper markets. The overall effects of these and other legislative and regulatory efforts on the financial markets are uncertain, and they may not have the intended stabilization effects. Should these or other legislative or regulatory initiatives fail to stabilize and add liquidity to the financial markets, our business, financial condition, results of operations and prospects could be materially and adversely affected. Whether or not legislative or regulatory initiatives or other efforts designed to address recent economic conditions successfully stabilize and add liquidity to the financial markets, we may need to modify our strategies, businesses or operations, and we may incur additional costs in order to compete in a changed business environment.

Our revenues depend, to a great extent, upon conditions in the consumer credit, financial services and insurance industries. If our clients industries continue to experience a downturn, it will likely harm our business, financial condition or results of operations.

During fiscal 2008, 71% of our revenues were derived from sales of products and services to the consumer credit, financial services and insurance industries. Since mid-2007, global credit and other financial markets have suffered substantial stress, volatility, illiquidity and disruption. These forces reached unprecedented levels in the fall of 2008, resulting in the bankruptcy or acquisition of, or government assistance to, several major domestic and international financial institutions. The recent market developments and the potential for increased and continuing disruptions present considerable risks to our businesses and operations. These risks include potential bankruptcies or credit deterioration of financial institutions, many of which are our customers. Further deterioration or a continuation of recent market conditions is likely to lead to a continued decline in the revenue we receive from financial and other institutions.

While the rate of account growth in the U.S. bankcard industry has been slowing and many of our large institutional customers have 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 the financial services industry continues to experience contraction in the number of participating institutions, we may have fewer opportunities for revenue growth due to reduced or changing demand for our products and services that support customer acquisition programs of our customers. In addition, industry contraction could affect the base of recurring revenues derived from contracts in which we are paid on a per-transaction basis as formerly separate customers combine their operations under one contract. There can be no assurance that we will be able to prevent future revenue contraction or effectively promote future revenue growth in our businesses.

While we are attempting to expand our sales of consumer credit, financial services and insurance products and services into international markets, the risks are greater as these markets are also experiencing substantial disruption and we are less well-known in them.

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Risk Related to External Conditions

Continuing material adverse developments in global economic conditions, or the occurrence of certain other world events, 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. Since mid-2007, global credit and other financial markets have suffered substantial stress, volatility, illiquidity and disruption. These forces reached unprecedented levels in the fall of 2008, resulting in the bankruptcy or acquisition of, or government assistance to, several major domestic and international financial institutions. The widespread economic downturn has also negatively affected the businesses and purchasing decisions of companies in the other industries we serve. These recent market developments and the potential for increased and continuing disruptions present considerable risks to our businesses and operations. If global economic conditions continue to experience stress and negative volatility, or if there is an escalation in regional or global conflicts or terrorism, we will likely experience reductions in the number of available customers and in capital expenditures by our remaining customers, longer sales cycles, deferral or delay of purchase commitments for our products and increased price competition, which may adversely affect our business, results of operations and liquidity.

Whether or not legislative or regulatory initiatives or other efforts successfully stabilize and add liquidity to the financial markets, we may need to modify our strategies, businesses or operations, and we may incur additional costs in order to compete in a changed business environment. Given the volatile nature of the current economic downturn and the uncertainties underlying efforts to mitigate or reverse the downturn, we may not timely anticipate or manage existing, new or additional risks, as well as contingencies or developments, which may include regulatory developments and trends in new products and services. Our failure to do so could materially and adversely affect our business, financial condition, results of operations and prospects.

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 2008, 33% 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.

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Our anti-takeover defenses could make it difficult for another company to acquire control of FICO, 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 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)

Period	Total Number of Shares Purchased (2)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
January 1, 2009 through January 31, 2009	15,651	$ 14.57		$ 148,161,062
February 1, 2009 through February 28 , 2009	3,463	$ 12.25		$ 148,161,062
March 1, 2009 through March 31, 2009		$		$ 148,161,062
	19,114	$ 14.15		$ 148,161,062

(1) In November 2007, our Board of Directors approved a common stock repurchase program that 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 19,114 shares delivered in satisfaction of the tax withholding obligations resulting from the vesting of restricted stock units held by employees during the quarter ended March 31, 2009.

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

Not applicable.

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

Our annual meeting of stockholders was held on February 3, 2009 and the following actions were taken:

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1. Election of Directors

Stockholders elected ten directors for one-year terms. The vote tabulation for individual directors was:

NOMINEE	FOR	WITHHELD
Mr. A. George Battle	45,413,634	710,939
Mr. Nicholas F. Graziano, III	44,862,116	1,262,457
Dr. Mark N. Greene	45,606,056	518,517
Mr. Alex W. Hart	44,848,556	1,276,017
Mr. James D. Kirsner	45,039,739	1,084,834
Mr. William J. Lansing	45,605,927	518,646
Mr. Allan Z. Loren	44,973,484	1,151,089
Mr. John S. McFarlane	45,641,620	482,953
Ms. Margaret L. Taylor	40,953,017	5,171,556
Mr. Duane E. White	44,771,610	1,352,963

2. Ratification of Independent Auditors

The stockholders ratified the appointment of Deloitte & Touche LLP as our independent auditors for the fiscal year ending September 30, 2009 (with 45,162,291 votes for, 927,791 votes against, 34,491 abstentions and 0 broker non-votes).

Item 5. ***Other Information***

Not applicable.

Item 6. ***Exhibits***

Exhibit Number	Description
10.1	Letter Agreement dated March 11, 2009 by and between the Company and Thomas Bradley. (Incorporated by reference to Exhibit 10.1 to Fair Isaac s Form 8-K filed on March 16, 2009.)
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.

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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: May 7, 2009

By /s/ THOMAS A. BRADLEY

Thomas A. Bradley
Executive Vice President and Chief Financial Officer
(for Registrant as duly authorized officer and
as Principal Financial Officer)

DATE: May 7, 2009

By /s/ MICHAEL J. PUNG

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

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EXHIBIT INDEX
To Fair Isaac Corporation Report On Form 10-Q
For The Quarterly Period Ended March 31, 2009

Exhibit Number	Description	
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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