REFINITIV

DELTA REPORT

10-Q

FICO - FAIR ISAAC CORP

10-Q - JUNE 30, 2024 COMPARED TO 10-Q - MARCH 31, 2024

The following comparison report has been automatically generated

TOTAL DELTAS	556
CHANGES	248
DELETIONS	150
ADDITIONS	158

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

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2024 June 30, 2024

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

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.)**
5 West Mendenhall, Suite 105 Bozeman, Montana	**59715**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: 406-982-7276

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.01 par value per share	FICO	New York Stock Exchange

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 ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

	Yes	☐	No	☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

The number of shares of common stock outstanding on April 12, 2024 July 17, 2024 was 24,710,938 24,518,533 (excluding 64,145,845 64,338,250 shares held by us as treasury stock).

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PART I – FINANCIAL INFORMATION

Item 1. ***Unaudited Financial Statements***

FAIR ISAAC CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	March 31, 2024	September 30, 2023
	June 30, 2024	September 30, 2023
	(In thousands, except par value data)	(In thousands, except par value data)
Assets		
Current assets:		
Current assets:		
Current assets:		
Cash and cash equivalents		
Cash and cash equivalents		
Cash and cash equivalents		
Accounts receivable, net		

Prepaid expenses and other current assets	Prepaid expenses and other current assets	36,780	31,723	31,723	Prepaid expenses and other current assets	37,455	31,723	31,723
Total current assets	Total current assets	641,472	556,448	556,448	Total current assets	631,135	556,448	556,448
Marketable securities	Marketable securities	41,407	33,014	33,014	Marketable securities	42,779	33,014	33,014
Other investments								
Property and equipment, net								
Operating lease right-of-use assets								
Goodwill								
Intangible assets, net								
Deferred income taxes								
Other assets								
Total assets								
Liabilities and Stockholders' Deficit								
Current liabilities:								
Current liabilities:								
Current liabilities:								
Accounts payable								
Accounts payable								
Accounts payable								
Accrued compensation and employee benefits								
Other accrued liabilities								
Deferred revenue								
Current maturities on debt								
Total current liabilities								
Long-term debt								
Operating lease liabilities								
Other liabilities								
Total liabilities								
Commitments and contingencies	Commitments and contingencies			Commitments and contingencies				
Stockholders' deficit:								
Preferred stock ($0.01 par value; 1,000 shares authorized; none issued and outstanding)								
Preferred stock ($0.01 par value; 1,000 shares authorized; none issued and outstanding)								
Preferred stock ($0.01 par value; 1,000 shares authorized; none issued and outstanding)								
Common stock ($0.01 par value; 200,000 shares authorized, 88,857 shares issued and 24,753 and 24,770 shares outstanding at March 31, 2024 and September 30, 2023, respectively)								
Common stock ($0.01 par value; 200,000 shares authorized, 88,857 shares issued and 24,564 and 24,770 shares outstanding at June 30, 2024 and September 30, 2023, respectively)								
Additional paid-in-capital								
Treasury stock, at cost (64,104 and 64,087 shares at March 31, 2024 and September 30, 2023, respectively)								

Treasury stock, at cost (64,293 and 64,087 shares at June 30, 2024 and September 30, 2023, respectively)	
Retained earnings	
Accumulated other comprehensive loss	
Total stockholders' deficit	
Total liabilities and stockholders' deficit	

See accompanying notes.

FAIR ISAAC CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
(Unaudited)

	Quarter Ended March 31,		Six Months Ended March 31,		Quarter Ended June 30,		Nine Months Ended June 30,	
	2024	2023	2024	2023	2024	2023	2024	2023
	(In thousands, except per share data)				(In thousands, except per share data)			
Revenues:								
On-premises and SaaS software								
On-premises and SaaS software								
On-premises and SaaS software								
Professional services								
Scores								
Total revenues								
Operating expenses:								
Cost of revenues								
Cost of revenues								
Cost of revenues								
Research and development								
Selling, general and administrative								
Amortization of intangible assets								
Gain on product line asset sale								
Gain on product line asset sale								
Gain on product line asset sale								
Total operating expenses								
Operating income								
Interest expense, net								
Other income, net								
Income before income taxes								
Provision for income taxes								
Net income								
Other comprehensive income (loss):								
Foreign currency translation adjustments								
Foreign currency translation adjustments								
Foreign currency translation adjustments								
Comprehensive income								
Earnings per share:								
Basic								
Basic								
Basic								
Diluted								
Shares used in computing earnings per share:								

Basic

Basic

Basic

Diluted

See accompanying notes.

FAIR ISAAC CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
(Unaudited)

(In thousands)	Common Stock	Common Stock	Additional Paid-in-Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Deficit	Common Stock	Additional Paid-in-Capital	Treas
Balance at December 31, 2023										
Balance at December 31, 2023										
Balance at December 31, 2023										
Balance at March 31, 2024										
Balance at March 31, 2024										
Balance at March 31, 2024										
Share-based compensation										
Issuance of treasury stock under employee stock plans										
Repurchases of common stock										
Net income										
Foreign currency translation adjustments										
Balance at March 31, 2024										
Balance at June 30, 2024										

(In thousands)	Common Stock Common Stock Common Stock	Additional Paid-in-Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Deficit	Additional Paid-in-Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss
Balance at December 31, 2022 Balance at December 31, 2022 Balance at December 31, 2022										
Balance at March 31, 2023 Balance at March 31, 2023 Balance at March 31, 2023										
Share-based compensation										
Issuance of treasury stock under employee stock plans										
Repurchases of common stock										
Net income										
Foreign currency translation adjustments										
Balance at March 31, 2023										
Balance at June 30, 2023										

(In thousands)	Common Stock Common Stock Common Stock	Additional Paid-in-Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Deficit	Additional Paid-in-Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss

Balance at September 30, 2023

Balance at September 30, 2023

Balance at September 30, 2023

Share-based compensation

Issuance of treasury stock under employee stock plans

Repurchases of common stock

Net income

Foreign currency translation adjustments

Balance at March 31, 2024

Balance at June 30, 2024

(In thousands)	Common Stock Common Stock Common Stock	Additional Paid-in-Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders’ Deficit	Additional Paid-in-Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss
Balance at September 30, 2022										
Balance at September 30, 2022										
Balance at September 30, 2022										
Share-based compensation										
Issuance of treasury stock under employee stock plans										
Repurchases of common stock										

Net income
Foreign currency translation adjustments
Balance at March 31, 2023
Balance at June 30, 2023

See accompanying notes.

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

	Six Months Ended March 31,		Nine Months Ended June 30,	
	2024	2023	2024	2023
	(In thousands)		(In thousands)	
Cash flows from operating activities:				
Net income				
Net income				
Net income				
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization				
Depreciation and amortization				
Depreciation and amortization				
Share-based compensation				
Deferred income taxes				
Net gain on marketable securities				
Non-cash operating lease costs				
Provision for doubtful accounts				
Gain on product line asset sale				
Net loss on sales and abandonment of property and equipment				
Changes in operating assets and liabilities:				
Accounts receivable				
Accounts receivable				
Accounts receivable				
Prepaid expenses and other assets				
Accounts payable				
Accrued compensation and employee benefits				
Other liabilities				
Deferred revenue				
Net cash provided by operating activities				
Cash flows from investing activities:				
Purchases of property and equipment				
Purchases of property and equipment				
Purchases of property and equipment				
Capitalized internal-use software costs				
Proceeds from sales of marketable securities				

Purchases of marketable securities
Cash transferred, net of proceeds, from product line asset sale
Net cash used in investing activities
Net cash used in investing activities
Net cash used in investing activities
Cash flows from financing activities:
Proceeds from revolving line of credit and term loan
Proceeds from revolving line of credit and term loan
Proceeds from revolving line of credit and term loan
Payments on revolving line of credit and term loan
Proceeds from revolving line of credit and term loans
Proceeds from revolving line of credit and term loans
Proceeds from revolving line of credit and term loans
Payments on revolving line of credit and term loans
Payments on debt issuance costs
Payments on finance leases
Payments on debt issuance costs
Payments on finance leases
Payments on debt issuance costs
Payments on finance leases
Proceeds from issuance of treasury stock under employee stock plans
Taxes paid related to net share settlement of equity awards
Repurchases of common stock
Net cash used in financing activities
Effect of exchange rate changes on cash
Increase (decrease) in cash and cash equivalents
Increase in cash and cash equivalents
Cash and cash equivalents, beginning of period
Cash and cash equivalents, end of period
Supplemental disclosures of cash flow information:
Cash paid for income taxes, net of refunds of $320 and $548 during the six-month periods ended March 31, 2024 and 2023, respectively
Cash paid for income taxes, net of refunds of $320 and $548 during the six-month periods ended March 31, 2024 and 2023, respectively
Cash paid for income taxes, net of refunds of $320 and $548 during the six-month periods ended March 31, 2024 and 2023, respectively
Cash paid for income taxes, net of refunds of $836 and $567 during the nine-month periods ended June 30, 2024 and 2023, respectively
Cash paid for income taxes, net of refunds of $836 and $567 during the nine-month periods ended June 30, 2024 and 2023, respectively
Cash paid for income taxes, net of refunds of $836 and $567 during the nine-month periods ended June 30, 2024 and 2023, respectively
Cash paid for interest
Supplemental disclosures of non-cash investing and financing activities:
Purchase of property and equipment included in accounts payable
Purchase of property and equipment included in accounts payable
Purchase of property and equipment included in accounts payable
Unsettled repurchases of common stock
Finance lease obligations incurred

See accompanying notes.

FAIR ISAAC CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Nature of Business

Fair Isaac Corporation

Fair Isaac Corporation (NYSE: FICO) (together with its consolidated subsidiaries, the “Company,” which may also be referred to in this report as “we,” “us,” “our,” or “FICO”) is a leading applied analytics company. We were founded in 1956 on the premise that data, used intelligently, can improve business decisions. Today, FICO’s software and the widely used FICO® Score operationalize analytics, enabling thousands of businesses in more than 100 countries to uncover new opportunities, make timely decisions that matter, and execute them at scale. Most leading banks and credit card issuers rely on our solutions, as do insurers, retailers, telecommunications providers, automotive lenders, consumer reporting agencies, public agencies, and organizations in other industries. We also serve consumers through online services that enable people to access and understand their FICO® Scores — the standard measure in the U.S. of consumer credit risk — empowering them to increase financial literacy and manage their financial health.

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 applicable accounting guidance. Consequently, we have not necessarily included all information and footnotes required for audited financial statements. In our opinion, the accompanying unaudited interim condensed consolidated financial statements 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 fiscal year ended September 30, 2023. 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

We make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and the disclosures made in the accompanying notes. For example, we use estimates in determining the appropriate levels of various accruals; variable considerations included in the transaction price and standalone selling price of each performance obligation for our customer contracts; labor hours in connection with fixed-fee service contracts; the amount of our tax provision; and the realizability of deferred tax assets. We also use estimates in determining the remaining economic lives and carrying values of acquired intangible assets, property and equipment, and other long-lived assets. In addition, we use assumptions to estimate the fair value of reporting units and share-based compensation. Actual results may differ from our estimates.

New Accounting Pronouncements

Recent Accounting Pronouncements Adopted

In October 2021, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2021-08, “*Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*” (“ASU 2021-08”). ASU 2021-08 requires an acquirer in a business combination to recognize and measure contract assets and contract liabilities from acquired contracts using the revenue recognition guidance under Accounting Standards Codification Topic 606, *Revenue from Contacts with Customers*, in order to align the recognition of a contract liability with the definition of a performance obligation. We adopted ASU 2021-08 in the first quarter of fiscal 2024 and the adoption did not have a significant impact on our condensed consolidated financial statements.

Recent Accounting Pronouncements Not Yet Adopted

In November 2023, the FASB issued ASU No. 2023-07, “*Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*” (“ASU 2023-07”). ASU 2023-07 expands annual and interim disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses. The standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, which means that it will be effective for our annual periods beginning October 1, 2024, and our interim periods beginning October 1, 2025. Early adoption is permitted. We are currently evaluating the impact that the updated standard will have on our disclosures within our consolidated financial statements.

In December 2023, the FASB issued ASU No. 2023-09, “*Income Taxes (Topic 740): Improvements to Income Tax Disclosures*” (“ASU 2023-09”). ASU 2023-09 requires disaggregated information about a reporting entity’s effective tax rate reconciliation as well as disaggregated information on income tax paid. The standard is effective for fiscal years beginning after December 15, 2024, which means that it will be effective for our fiscal years beginning October 1, 2025. Early adoption is permitted. We are currently evaluating the impact that the updated standard will have on our disclosures within our consolidated financial statements.

In March 2024, the Securities and Exchange Commission (“SEC”) issued Final Rule Release No. 33-11275, *“The Enhancement and Standardization of Climate-Related Disclosures for Investors.”* This rule will require registrants to provide certain climate disclosures in their annual reports, including certain climate-related financial metrics in their audited financial statements. The rule is effective for large accelerated filers beginning with annual reports for the fiscal year beginning in 2025, which means that it will be effective for our fiscal years beginning October 1, 2025. We are currently evaluating the impact that the final rule will have on our disclosures within our consolidated financial statements.

We do not expect that any other recently issued accounting pronouncements will have a significant effect on our consolidated financial statements.

2. Fair Value Measurements

Fair value is defined 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. The accounting guidance 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 assets were comprised of money market funds and certain marketable securities and our Level 1 liabilities included senior notes as of March 31, 2024 June 30, 2024 and September 30, 2023.
- 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. We did not have any assets or liabilities that are valued using inputs identified under a Level 2 hierarchy as of March 31, 2024 June 30, 2024 and September 30, 2023.
- 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 did not have any assets or liabilities that are valued using inputs identified under a Level 3 hierarchy as of March 31, 2024 June 30, 2024 and September 30, 2023.

The following tables represent financial assets that we measured at fair value on a recurring basis at March 31, 2024 June 30, 2024 and September 30, 2023:

March 31, 2024	**Active Markets for Identical Instruments (Level 1)**	**Fair Value as of March 31, 2024**	
June 30, 2024	**Active Markets for Identical Instruments (Level 1)**	**Fair Value as of June 30, 2024**	
		(In thousands)	
Assets:			
Cash equivalents (1)			
Cash equivalents (1)			
Cash equivalents (1)			
Marketable securities (2)			
Total			
September 30, 2023			
September 30, 2023			

September 30, 2023	**Active Markets for Identical Instruments (Level 1)**	**Fair Value as of September 30, 2023**	**Active Markets for Identical Instruments (Level 1)**	**Fair Value as of September 30, 2023**
		(In thousands)		
Assets:				
Cash equivalents (1)				
Cash equivalents (1)				
Cash equivalents (1)				
Marketable securities (2)				
Total				

(1) Included in cash and cash equivalents on our condensed consolidated balance sheets at March 31, 2024 June 30, 2024 and September 30, 2023. Not included in these tables are cash deposits of $116.5 million $121.5 million and $113.2 million at March 31, 2024 June 30, 2024 and September 30, 2023, respectively.

(2) 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 marketable securities on our condensed consolidated balance sheets at March 31, 2024 June 30, 2024 and September 30, 2023.

See Note 6 for the fair value of our senior notes.

There were no transfers between Level 1, Level 2, and Level 3 of the fair value hierarchy during the quarters and six-month nine-month periods ended March 31, 2024 June 30, 2024 and 2023.

3. Derivative Financial Instruments

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 receivable and cash balances from the effects of volatility in foreign exchange rates that might occur prior to conversion to their functional currencies. 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 exchange rates. We routinely enter into contracts to offset exposures denominated in the British pound, Euro, and Singapore dollar.

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

The following tables summarize our outstanding foreign currency forward contracts, by currency, at March 31, 2024 June 30, 2024 and September 30, 2023:

	March 31, 2024			June 30, 2024		
	Contract Amount		Fair Value	Contract Amount		Fair Value
	Foreign Currency	USD	USD	Foreign Currency	USD	USD
	(In thousands)			(In thousands)		
Sell foreign currency:						
Euro (EUR)						
Euro (EUR)						
Euro (EUR)						
Buy foreign currency:						
British pound (GBP)						
British pound (GBP)						
British pound (GBP)						
Singapore dollar (SGD)						

	September 30, 2023					
	Contract Amount				Fair Value	
	Foreign Currency			USD		USD
	(In thousands)					
Sell foreign currency:						
Euro (EUR)	EUR	12,900	$	13,621	$	—
Buy foreign currency:						
British pound (GBP)	GBP	10,700	$	13,100	$	—
Singapore dollar (SGD)	SGD	8,569	$	6,300	$	—

The foreign currency forward contracts were entered into on March 31, 2024 June 30, 2024 and September 30, 2023; therefore, their fair value was $0 on each of these dates.

Gains (losses) on derivative financial instruments were recorded in our condensed consolidated statements of income and comprehensive income as a component of other income, net, and consisted of the following:

	Quarter Ended March 31,				Six Months Ended March 31,			
	2024		2023		2024		2023	
	(In thousands)							
Gains (losses) on foreign currency forward contracts	$	(180)	$	309	$	361	$	1,613

	Quarter Ended June 30,				Nine Months Ended June 30,			
	2024		2023		2024		2023	
	(In thousands)							
Gains on foreign currency forward contracts	$	25	$	494	$	386	$	2,107

4. Goodwill

The following table summarizes changes to goodwill during the six nine months ended March 31, 2024 June 30, 2024, both in total and as allocated to our segments. As of March 31, 2024 June 30, 2024, there was no accumulated goodwill impairment loss.

	Scores	Scores	Software	Total	Scores	Software	Total
		(In thousands)			(In thousands)		
Balance at September 30, 2023							
Foreign currency translation adjustment							
Foreign currency translation adjustment							
Foreign currency translation adjustment							
Balance at March 31, 2024							
Balance at March 31, 2024							
Balance at March 31, 2024							
Balance at June 30, 2024							
Balance at June 30, 2024							
Balance at June 30, 2024							

5. Composition of Certain Financial Statement Captions

The following table presents the composition of property and equipment, net and other accrued liabilities at March 31, 2024 June 30, 2024 and September 30, 2023:

	March 31, 2024	September 30, 2023
	June 30, 2024	September 30, 2023
	(In thousands)	(In thousands)
Property and equipment, net:		
Property and equipment		
Property and equipment		
Property and equipment		
Internal-use software		
Less: accumulated depreciation and amortization		
Total		
Other accrued liabilities:		
Other accrued liabilities:		
Other accrued liabilities:		
Interest payable		
Interest payable		
Interest payable		
Current operating leases		
Other		
Total		

6. Debt

The following table represents our debt at carrying value at March 31, 2024 June 30, 2024 and September 30, 2023:

	March 31, 2024	September 30, 2023
	June 30, 2024	September 30, 2023

	(In thousands)
Current maturities on debt:	
Revolving line of credit	
Revolving line of credit	
Revolving line of credit	
Term loan	
The $300 Million Term Loan	
Current maturities on debt	
Long-term debt:	
Revolving line of credit	
Revolving line of credit	
Revolving line of credit	
Term loan	
The $300 Million Term Loan	
The $450 Million Term Loan	
The 2018 Senior Notes	
The 2019 Senior Notes and the 2021 Senior Notes	
Less: debt issuance costs	
Long-term debt	
Total debt	

Revolving Line of Credit and Term Loan Loans

We have a $600 million unsecured revolving line of credit and a $300 million unsecured term loan (the "$300 Million Term Loan") with a syndicate of banks that mature on August 19, 2026. Borrowings under the revolving line of credit and term loan the $300 Million Term Loan 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. The term loan $300 Million Term Loan requires principal payments in consecutive quarterly installments of $3.75 million on the last business day of each quarter. Interest rates on amounts borrowed under the revolving line of credit and term loan the $300 Million Term Loan are based on (i) an adjusted base rate, which is the greatest of (a) the prime rate, (b) the Federal Funds rate plus 0.5%, and (c) one-month adjusted term Secured Overnight Financing Rate ("SOFR") rate plus 1%, plus, in each case, an applicable margin, or (ii) an adjusted term SOFR rate plus an applicable margin. margin (or, if such rate is no longer available, a successor benchmark rate determined in accordance with the terms of the credit agreement). Adjusted term SOFR is defined as term SOFR for the relevant interest period plus a SOFR adjustment of 0.10% per annum. The applicable margin for base rate borrowings and for SOFR borrowings is determined based on our consolidated leverage ratio. The applicable margin for base rate borrowings ranges from 0% to 0.75% per annum and for SOFR borrowings ranges from 1% to 1.75% per annum. In addition, we must pay certain credit facility fees. The revolving line of credit and term loan the $300 Million Term Loan contain certain restrictive covenants including a maximum consolidated leverage ratio of 3.5 to 1.0, subject to a step up to 4.0 to 1.0 following certain permitted acquisitions and subject to certain conditions, and a minimum interest coverage ratio of 3.0 to 1.0. The credit agreement also contains other covenants typical of unsecured credit facilities.

On June 13, 2024, we amended our credit agreement to provide for the issuance of a new $450 million unsecured term loan (the "$450 Million Term Loan") with a syndicate of banks, increasing the total capacity of the credit agreement to $1.35 billion. The $450 Million Term Loan is subject to the same interest rate provisions and covenants as the revolving line of credit and the $300 Million Term Loan, and matures on August 19, 2026. We have no obligation to make scheduled principal payments on the $450 Million Term Loan prior to the maturity date, but may prepay the $450 Million Term Loan, without premium or penalty, in whole or in part.

As of March 31, 2024 June 30, 2024, we had $488.0 million $118.0 million in borrowings outstanding under the revolving line of credit at a weighted-average interest rate of 6.673% 6.688%, and $266.3 million $262.5 million in outstanding balance of the term loan $300 Million Term Loan at an interest rate of 6.674% 6.688%, and $450.0 million in outstanding balance of the $450 Million Term Loan at an interest rate of 6.697%. We were in compliance with all financial covenants under this the credit agreement as of March 31, 2024 June 30, 2024.

Senior Notes

On May 8, 2018, we issued $400 million of senior notes in a private offering to qualified institutional investors (the "2018 Senior Notes"). The 2018 Senior Notes require interest payments semi-annually at a rate of 5.25% per annum and will mature on May 15, 2026.

On December 6, 2019, we issued $350 million of senior notes in a private offering to qualified institutional investors (the "2019 Senior Notes"). The 2019 Senior Notes require interest payments semi-annually at a rate of 4.00% per annum and will mature on June 15, 2028.

On December 17, 2021, we issued $550 million of additional senior notes of the same class as the 2019 Senior Notes in a private offering to qualified institutional investors (the "2021 Senior Notes," and collectively with the 2018 Senior Notes and the 2019 Senior Notes, the "Senior Notes"). The 2021 Senior Notes require interest payments semi-annually at a rate of 4.00% per annum and will mature on June 15, 2028, the same date as the 2019 Senior Notes.

The indentures for the Senior Notes contain certain covenants typical of unsecured obligations and we were in compliance as of March 31, 2024 June 30, 2024.

The following table presents the face values and fair values for the Senior Notes at March 31, 2024 June 30, 2024 and September 30, 2023:

	March 31, 2024		September 30, 2023		June 30, 2024	September 30, 2023		
	Face Value	Fair Value	Face Value	Fair Value	Face Value	Fair Value	Face Value	Fair Value
	(In thousands)				(In thousands)			
The 2018 Senior Notes								
The 2019 Senior Notes and the 2021 Senior Notes								
Total								

7. Revenue from Contracts with Customers

Disaggregation of Revenue

The following tables provide information about disaggregated revenue by primary geographical market:

	Quarter Ended March 31, 2024								
		Scores		Scores / Software		Total			Percentage
		(Dollars in thousands)							
Americas	Americas	$233,723	$	$130,294	$	$364,017	84	84 %	
Europe, Middle East and Africa	Europe, Middle East and Africa	1,278	40,979	40,979	42,257	42,257	10	10	%
Asia Pacific	Asia Pacific	1,884	25,651	25,651	27,535	27,535	6	6	%
Total	Total	$236,885	$	$196,924	$	$433,809	100	100 %	

	Quarter Ended June 30, 2024					
	Scores		Software			
Americas	$239,319	$	$142,003	$	$381,322	85
Europe, Middle East and Africa	1,769	44,592	44,592	46,361	46,36	
Asia Pacific	362	19,804	19,804	20,166	20,16	
Total	$241,450	$	$206,399	$	$447,849	10

	Quarter Ended March 31, 2023								
		Scores		Scores / Software		Total			Percentage
		(Dollars in thousands)							
Americas	Americas	$197,039	$	$121,264	$	$318,303	84	84 %	
Europe, Middle East and Africa	Europe, Middle East and Africa	1,154	40,199	40,199	41,353	41,353	11	11	%
Asia Pacific	Asia Pacific	314	20,296	20,296	20,610	20,610	5	5	%
Total	Total	$198,507	$	$181,759	$	$380,266	100	100 %	

	Quarter Ended June 30, 2023					
	Scores		Software			
Americas	$199,948	$	$145,451	$	$345,399	87
Europe, Middle East and Africa	1,486	31,267	31,267	32,753	32,75	
Asia Pacific	344	20,192	20,192	20,536	20,53	
Total	$201,778	$	$196,910	$	$398,688	10

	Six Months Ended March 31, 2024								
		Scores		Scores / Software		Total			Percentage
		(Dollars in thousands)							
Americas	Americas	$418,671	$	$263,856	$	$682,527	84	84 %	
Europe, Middle East and Africa	Europe, Middle East and Africa	2,586	76,039	76,039	78,625	78,625	9	9	%
Asia Pacific	Asia Pacific	7,740	46,976	46,976	54,716	54,716	7	7	%
Total	Total	$428,997	$	$386,871	$	$815,868	100	100 %	

	Nine Months Ended June 30, 2024				
	Scores		Software		
Americas	$657,990	$	$405,859	$	$1,063,849
Europe, Middle East and Africa	4,355	120,631	120,631	124,986	
Asia Pacific	8,102	66,780	66,780	74,882	
Total	$670,447	$	$593,270	$	$1,263,717

Six Months Ended March 31, 2023

Six Months Ended March 31, 2023

Six Months Ended March 31, 2023

		Nine Months Ended June 30, 2023 Nine Months Ended June 30, 2023 Nine Months Ended June 30, 2023												
	Scores		Scores	Software		Total		Percentage		Scores			Software	
			(Dollars in thousands)											
Americas	Americas	$370,336	$	$239,094	$	$609,430	84	84 %	Americas	$570,284	$	$384,545	$	$ 954,829
Europe, Middle East and Africa	Europe, Middle East and Africa	2,502	71,191	71,191	73,693	73,693	10	10 %	Europe, Middle East and Africa	3,988	102,458	102,458	106,446	
Asia Pacific	Asia Pacific	3,657	38,356	38,356	42,013	42,013	6	6 %	Asia Pacific	4,001	58,548	58,548	62,549	
Total	Total	$376,495	$	$348,641	$	$725,136	100	100 %	Total	$578,273	$	$545,551	$	$1,123,824

The following table provides information about disaggregated revenue for on-premises and SaaS software within our Software segment by deployment method:

		Quarter Ended March 31,			Percentage of revenues			Six Months Ended March 31,				Percentage of revenues		
		Quarter Ended June 30,			Percentage of revenues			Nine Months Ended June 30,				Percentage of revenues		
	2024		2024	2023	2024	2023		2024			2023		2024	
					(Dollars in thousands)									
On-premises software	On-premises software	$ 79,697	$	$ 73,473	45	45 %	48 %	$	152,169	$	$	138,395	44	44 % 4
SaaS software	SaaS software	97,483	81,111	81,111	55	55 %	52 %		193,679	160,749		160,749	56	56 %
Total on-premises and SaaS software		$177,180		$154,584	100 %		100 %	$345,848			$299,144		100 %	100
Total		$183,785		$172,059	100 %		100 %	$529,633			$471,203		100 %	100

The following table provides information about disaggregated revenue for on-premises and SaaS software within our Software segment by product features:

		Quarter Ended March 31,			Percentage of revenues			Six Months Ended March 31,				Percentage of revenues		
		Quarter Ended June 30,			Percentage of revenues			Nine Months Ended June 30,				Percentage of revenues		
	2024		2024	2023	2024	2023		2024			2023		2024	
					(Dollars in thousands)									
Platform software	Platform software	$ 47,325	$	$ 38,682	27	27 %	25 %	$	92,498	$	$	69,510	27	27 % 23
Non-platform software	Non-platform software	129,855	115,902	115,902	73	73 %	75 %		253,350	229,634		229,634	73	73 %
Total on-premises and SaaS software		$177,180		$154,584	100 %		100 %	$345,848			$299,144		100 %	100 %
Total		$183,785		$172,059	100 %		100 %	$529,633			$471,203		100 %	100 %

The following table provides information about disaggregated revenue for on-premises and SaaS software within our Software segment by timing of revenue recognition:

Quarter Ended March 31,	Percentage of revenues	Six Months Ended March 31,	Percentage of revenues

	Quarter Ended June 30,			Percentage of revenues			Nine Months Ended June 30,			Percentage of revenues			
	2024		2024	2023		2024	2023		2024		2023		2024
	(Dollars in thousands)												
Software recognized at a point in time (1)	Software recognized at a point in time (1)	$ 20,177	$	$ 19,193	11	11 %	12 %	$	33,959	$	$ 30,996	10	10 %
Software recognized over contract term (2)	Software recognized over contract term (2)	157,003	135,391	135,391	89	89 %	88 %	311,889	268,148	268,148	90	90	%
Total on-premises and SaaS software		$177,180		$154,584	100 %	100 %		$345,848		$299,144		100 %	10
Total		$183,785		$172,059	100 %	100 %		$529,633		$471,203		100 %	10

(1) Includes license portion of our on-premises subscription software and perpetual license, both of which are recognized when the software is made available to the customer, or at the start of the subscription.

(2) Includes maintenance portion and usage-based fees of our on-premises subscription software, maintenance revenue on perpetual licenses, as well as SaaS revenue.

The following table provides information about disaggregated revenue for our Scores segment by distribution method:

	Quarter Ended March 31,			Percentage of revenues			Six Months Ended March 31,			Percentage of revenues					
	Quarter Ended June 30,			Percentage of revenues			Nine Months Ended June 30,			Percentage of revenues					
	2024		2024	2023		2024	2023		2024		2023		2024		2023
	(Dollars in thousands)														
Business-to-business Scores	Business-to-business Scores	$185,508	$	$144,874	78	78 %	73 %	$325,950	$	$269,779	76	76 %	72 %	Business-to-business Scores	$188,75
Business-to-consumer Scores	Business-to-consumer Scores	51,377	53,633	53,633	22	22 %	27 %	103,047	106,716	106,716	24	24 %	28 %		Business-to-consume Scores
Total	Total	$236,885	$	$198,507	100	100 %	100 %	$428,997	$	$376,495	100	100 %	100 %	Total	$241,45

We derive a substantial portion of revenues from our contracts with the three major consumer reporting agencies, TransUnion, Equifax and Experian. Revenues collectively generated by agreements with these customers accounted for 47% and 43% 42% of our total revenues in the quarters ended March 31, 2024 June 30, 2024 and 2023, respectively, with all three consumer reporting agencies each contributing more than 10% of our total revenues in each of the quarters ended March 31, 2024 June 30, 2024 and 2023. Revenues collectively generated by agreements with these customers accounted for 43% 44% and 40% of our total revenues in the six nine months ended March 31, 2024 June 30, 2024 and 2023, respectively, with all three and two consumer reporting agencies each contributing more than 10% of our total revenues in each of the six nine months ended March 31, 2024 June 30, 2024 and 2023, respectively. 2023. At March 31, 2024 each of June 30, 2024 and September 30, 2023, two and one individual customers each customer accounted for 10% or more of total consolidated receivables, respectively. receivables.

Contract Balances

We record a receivable when we satisfy a performance obligation prior to invoicing if only the passage of time is required before payment is due or if we have an unconditional right to consideration before we satisfy a performance obligation. We record a contract asset when we satisfy a performance obligation prior to invoicing but our right to consideration is conditional. We record deferred revenue when the payment is made or due before we satisfy a performance obligation.

Receivables at March 31, 2024 June 30, 2024 and September 30, 2023 consisted of the following:

March 31, 2024	September 30, 2023	June 30, 2024	September 30, 2023

	(In thousands)	(In thousands)
Billed		
Unbilled		
	513,202	
	485,309	
Less: allowance for doubtful accounts		
Net receivables		
Less: long-term receivables (*)		
Short-term receivables (*)		

(*) Short-term receivables and long-term receivables were recorded in accounts receivable, net and other assets, respectively, within the accompanying condensed consolidated balance sheets.

Deferred revenue primarily relates to our maintenance and SaaS contracts billed annually in advance and generally recognized ratably over the term of the service period. Significant changes in the deferred revenues balances are as follows:

		Six Nine Months Ended March 31, June 30, 2024 (In thousands)
Deferred revenues, beginning balance (*)	$	143,235
Revenue recognized that was included in the deferred revenues balance at the beginning of the period		(102,063) (122,567)
Increases due to billings, excluding amounts recognized as revenue during the period		108,904 135,115
Deferred revenues, ending balance (*)	$	150,076 155,783

(*) Deferred revenues at March 31, 2024 June 30, 2024 included current portion of $143.6 $149.3 million and long-term portion of $6.5 million that were recorded in deferred revenue and other liabilities, respectively, within the condensed consolidated balance sheets. Deferred revenues at September 30, 2023 included current portion of $136.7 million and long-term portion of $6.5 million that were recorded in deferred revenue and other liabilities, respectively, within the condensed consolidated balance sheets.

Payment terms and conditions vary by contract type, although terms generally include a requirement of payment within 30 to 60 days. In instances where the timing of revenue recognition differs from the timing of invoicing, we have determined our contracts generally do not include a significant financing component. The primary purpose of our invoicing terms is to provide customers with simplified and predictable ways of purchasing our products and services, not to provide customers with financing or to receive financing from our customers. Examples include multi-year on-premises licenses that are invoiced annually with revenue recognized upfront and invoicing at the beginning of a subscription term with revenue recognized ratably over the contract period.

Performance Obligations

Revenue allocated to remaining performance obligations represents contracted revenue that will be recognized in future periods, which is comprised of deferred revenue and amounts that will be invoiced and recognized as revenue in future periods. This does not include:

- Usage-based revenue that will be recognized in future periods from on-premises software subscriptions;
- Consumption-based variable fees from SaaS software that will be recognized in the distinct service period during which it is earned; and
- Revenue from variable considerations that will be recognized in accordance with the “right-to-invoice” practical expedient, such as fees from our professional services billed based on a time and materials basis.

Revenue allocated to remaining performance obligations was $481.7 $482.9 million as of March 31, 2024 June 30, 2024, approximately 50% of which we expect to recognize over the next 16 15 months and the remainder thereafter. Revenue allocated to remaining performance obligations was $470.5 million as of September 30, 2023.

8. Income Taxes

Effective Tax Rate

The effective income tax rate was 24.9% 24.5% and 26.1% 18.4% during the quarters ended March 31, 2024 June 30, 2024 and 2023, respectively, and 17.3% 19.9% and 22.0% 20.6% during the six nine months ended March 31, 2024 June 30, 2024 and 2023, respectively. The provision for income taxes during interim quarterly reporting periods is based on our estimates of the effective tax rates for the full fiscal year. The effective tax rate in any quarter can also be affected positively or negatively by adjustments that are required to be reported in the specific quarter of resolution.

A provision enacted as part of the 2022 Inflation Reduction Act imposes a 15% corporate minimum tax. The provision is effective for tax years beginning after December 31, 2022, which means that it was effective for our fiscal year beginning October 1, 2023. We do not expect any impact to our fiscal 2024 effective tax rate from the corporate minimum tax provision.

The total unrecognized tax benefit for uncertain tax positions was estimated to be $15.7 million $17.1 million and $13.8 million at March 31, 2024 June 30, 2024 and September 30, 2023, respectively. We recognize interest expense related to unrecognized tax benefits and penalties as part of the provision for income taxes in our condensed consolidated statements of income and comprehensive income. We accrued interest of $1.5 million $1.7 million and $0.9 million related to unrecognized tax benefits as of March 31, 2024 June 30, 2024 and September 30, 2023, respectively.

9. Earnings per Share

The following table presents reconciliations for the numerators and denominators of basic and diluted earnings per share ("EPS") for the quarters and six-month nine-month periods ended March 31, 2024 June 30, 2024 and 2023:

	Quarter Ended March 31,		Six Months Ended March 31,		Quarter Ended June 30,		Nine Months Ended June 30,	
	2024	2023	2024	2023	2024	2023	2024	2023
	(In thousands, except per share data)				(In thousands, except per share data)			
Numerator for diluted and basic earnings per share:								
Net income								
Net income								
Net income								
Denominator — share:								
Basic weighted-average shares								
Basic weighted-average shares								
Basic weighted-average shares								
Effect of dilutive securities								
Diluted weighted-average shares								
Earnings per share:								
Basic								
Basic								
Basic								
Diluted								

Anti-dilutive share-based awards excluded from the calculations of diluted EPS were immaterial during the periods presented.

10. Segment Information

We are organized into two reportable segments: Scores and Software. Although we sell solutions and services to 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.

- *Scores.* This segment includes our business-to-business ("B2B") scoring solutions and services which give our clients access to predictive credit and other scores that can be easily integrated into their transaction streams and decision-making processes. This segment also includes our business-to-consumer ("B2C") scoring solutions, including our myFICO.com subscription offerings.
- *Software*. This segment includes pre-configured analytic and decision management solutions designed for a specific type of business need or process — such as account origination, customer management, customer engagement, fraud detection, and marketing — as well as associated professional services. This segment also includes FICO® Platform, a modular software offering designed to support advanced analytic and decision use cases, as well as stand-alone analytic and decisioning software that can be configured by our customers to address a wide variety of business use cases. These offerings are available to our customers as SaaS or as on-premises software.

Our chief operating decision maker ("CODM"), who is our Chief Executive Officer, evaluates segment financial performance based on segment revenues and segment operating income. Segment operating expenses consist of direct and indirect costs principally related to personnel, facilities, IT infrastructure, consulting, travel and depreciation. 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 broad-based incentive expense, share-based compensation expense, restructuring and acquisition-related expense, amortization expense, various corporate charges 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 CODM does not evaluate the financial performance of each segment based on its respective assets or capital expenditures; rather, depreciation 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-month nine-month periods ended March 31, 2024 June 30, 2024 and 2023:

	Quarter Ended March 31, 2024				Quarter Ended June 30, 2024			
	Scores	Software	Unallocated Corporate Expenses	Total	Scores	Software	Unallocated Corporate Expenses	Total

	(In thousands)	(In thousands)
Segment revenues:		
On-premises and SaaS software		
On-premises and SaaS software		
On-premises and SaaS software		
Professional services		
Scores		
Total segment revenues		
Segment operating expense		
Segment operating income		
Unallocated share-based compensation expense		
Unallocated amortization expense		
Operating income		
Operating income		
Operating income		
Unallocated interest expense, net		
Unallocated other income, net		
Income before income taxes		
Depreciation expense		
Depreciation and amortization		

	Quarter Ended March 31, 2023				Quarter Ended June 30, 2023			
	Scores	Software	Unallocated Corporate Expenses	Total	Scores	Software	Unallocated Corporate Expenses	Total
	(In thousands)				(In thousands)			
Segment revenues:								
On-premises and SaaS software								
On-premises and SaaS software								
On-premises and SaaS software								
Professional services								
Scores								
Total segment revenues								
Segment operating expense								
Segment operating income								
Unallocated share-based compensation expense								
Unallocated amortization expense								
Operating income								
Operating income								
Operating income								
Unallocated interest expense, net								
Unallocated other income, net								
Income before income taxes								
Depreciation expense								
Depreciation and amortization								

Six Months Ended March 31, 2024	Nine Months Ended June 30, 2024

	Scores	Software	Unallocated Corporate Expenses	Total	Scores	Software	Unallocated Corporate Expenses	Total
	(In thousands)				(In thousands)			
Segment revenues:								
On-premises and SaaS software								
On-premises and SaaS software								
On-premises and SaaS software								
Professional services								
Scores								
Total segment revenues								
Segment operating expense								
Segment operating income								
Unallocated share-based compensation expense								
Unallocated amortization expense								
Operating income								
Operating income								
Operating income								
Unallocated interest expense, net								
Unallocated other income, net								
Income before income taxes								
Depreciation expense								
Depreciation and amortization								

	Six Months Ended March 31, 2023				Nine Months Ended June 30, 2023			
	Scores	Software	Unallocated Corporate Expenses	Total	Scores	Software	Unallocated Corporate Expenses	Total
	(In thousands)				(In thousands)			
Segment revenues:								
On-premises and SaaS software								
On-premises and SaaS software								
On-premises and SaaS software								
Professional services								
Scores								
Total segment revenues								
Segment operating expense								
Segment operating income								
Unallocated share-based compensation expense								
Unallocated amortization expense								
Unallocated gain on product line asset sale								
Unallocated gain on product line asset sale								
Unallocated gain on product line asset sale								
Operating income								
Unallocated interest expense, net								
Unallocated other income, net								
Income before income taxes								
Depreciation expense								
Depreciation and amortization								

11. 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 record litigation accruals for legal matters which are both probable and estimable. For legal proceedings for which there is a reasonable possibility of loss (meaning those losses for which the likelihood is more than remote but less than probable), we have determined we do not have a material exposure, either individually or in the aggregate.

12. Subsequent Events

In July 2024, our Board of Directors approved a new stock repurchase program, replacing our previously authorized January 2024 stock repurchase program, which was terminated prior to its expiration. The new program is open-ended and authorizes repurchases of shares of our common stock from time to time up to an aggregate cost of $1.0 billion in the open market or in negotiated transactions. The new stock repurchase program became effective on July 29, 2024, and remains in effect until the total authorized amount is expended or until further action by our Board of Directors.

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 "PSLRA"). 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 PSLRA. Examples of forward-looking statements include, but are not limited to: (i) projections of revenue, income or loss, expenses, earnings or loss per share, the payment or nonpayment of dividends, share repurchases, 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, research and development, and the sufficiency of capital resources; (iii) statements of assumptions underlying such statements, including those related to economic conditions; (iv) statements regarding results of business combinations or strategic divestitures; (v) statements regarding business relationships with vendors, customers or collaborators, including the proportion of revenues generated from international as opposed to domestic customers; and (vi) statements regarding products and services, their characteristics, performance, sales potential or effect in use by customers. Words such as "believes," "anticipates," "expects," "intends," "targeted," "should," "potential," "goals," "strategy," "outlook," "plan," "estimated," "will," variations of these terms 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 Part I, Item 1A "*Risk Factors*" *of our Annual Report on Form 10-K for the fiscal year ended September 30, 2023 and in subsequent filings with the SEC. 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 Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.*

OVERVIEW

We were founded in 1956 on the premise that data, used intelligently, can improve business decisions. Today, FICO's software and the widely used FICO® Score operationalize analytics, enabling thousands of businesses in more than 100 countries to uncover new opportunities, make timely decisions that matter, and execute them at scale. Most leading banks and credit card issuers rely on our solutions, as do insurers, retailers, telecommunications providers, automotive lenders, consumer reporting agencies, public agencies, and organizations in other industries. We also serve consumers through online services that enable people to access and understand their FICO® Scores — the standard measure in the U.S. of consumer credit risk — empowering them to increase financial literacy and manage their financial health.

Our business consists of two operating segments: Scores and Software.

Our Scores segment includes our business-to-business ("B2B") scoring solutions and services which give our clients access to predictive credit and other scores that can be easily integrated into their transaction streams and decision-making processes. This segment also includes our business-to-consumer ("B2C") scoring solutions, including our myFICO.com subscription offerings.

Our Software segment includes pre-configured analytic and decision management solutions designed for a specific type of business need or process — such as account origination, customer management, customer engagement, fraud detection, and marketing — as well as associated professional services. This segment also includes FICO® Platform, a modular software offering designed to support advanced analytic and decision use cases, as well as stand-alone analytic and decisioning software that can be configured by our customers to address a wide variety of business use cases. Our offerings are available to our customers as software-as-a-service ("SaaS") or as on-premises software.

Highlights from the quarter and six nine months ended March 31, 2024 June 30, 2024

- Total revenue was $433.8 million revenues were $447.8 million during the quarter ended March 31, 2024 June 30, 2024, a 14% 12% increase from the quarter ended March 31, 2023 June 30, 2023, and $815.9 million $1.3 billion during the six nine months ended March 31, 2024 June 30, 2024, a 13% 12% increase from the six nine months ended March 31, 2023 June 30, 2023.
- Total revenue Revenues for our Scores segment was $236.9 million were $241.5 million during the quarter ended March 31, 2024 June 30, 2024, a 19% 20% increase from the quarter ended March 31, 2023 June 30, 2023, and $429.0 million $670.4 million during the six nine months ended March 31, 2024 June 30, 2024, a 14% 16% increase from the six nine months ended March 31, 2023 June 30, 2023.
- Annual Recurring Revenue for our Software segment as of March 31, 2024 June 30, 2024 was $697.0 million $709.6 million, a 14% 10% increase from March 31, 2023 June 30, 2023.
- Dollar-Based Net Retention Rate for our Software segment was 112% 108% as of March 31, 2024 June 30, 2024.
- Operating income was $194.8 million $190.3 million during the quarter ended March 31, 2024 June 30, 2024, a 22% 7% increase from the quarter ended March 31, 2023 June 30, 2023, and $346.2 million $536.5 million during the six nine months ended March 31, 2024 June 30, 2024, a 15% 12% increase from the six nine months ended March 31, 2023 June 30, 2023.
- Net income was $129.8 million $126.3 million during the quarter ended March 31, 2024 June 30, 2024, a 28% increase 2% decrease from the quarter ended March 31, 2023 June 30, 2023, and $250.9 million $377.1 million during the six nine months ended March 31, 2024 June 30, 2024, a 26% 15% increase from the six nine months ended March 31, 2023 June 30, 2023.
- Diluted EPS was $5.16 $5.05 during the quarter ended March 31, 2024 June 30, 2024, a 29% increase 1% decrease from the quarter ended March 31, 2023 June 30, 2023, and $9.96 $15.01 during the six nine months ended March 31, 2024 June 30, 2024, a 27% 16% increase from the six nine months ended March 31, 2023 June 30, 2023.
- Cash flows from operating activities were $193.2 million $406.5 million during the six nine months ended March 31, 2024 June 30, 2024, compared with $182.2 million $304.9 million during the six nine months ended March 31, 2023 June 30, 2023.
- Cash and cash equivalents were $135.7 million $156.0 million as of March 31, 2024 June 30, 2024, compared with $136.8 million as of September 30, 2023.
- Total debt balance was $2.0 billion $2.1 billion as of March 31, 2024 June 30, 2024, compared with $1.9 billion as of September 30, 2023.
- Total share repurchases during the quarter ended March 31, 2024 June 30, 2024 were $179.5 million $255.5 million, compared with $116.3 million $98.6 million during the quarter ended March 31, 2023 June 30, 2023, and during the six nine months ended March 31, 2024 June 30, 2024 were $251.3 million $506.8 million, compared with $191.3 million $289.9 million during the six nine months ended March 31, 2023 June 30, 2023.

Key performance metrics for Software segment

Annual Contract Value Bookings ("ACV Bookings")

Management regards ACV Bookings as an important indicator of future revenues, but it is not comparable to, nor is it a substitute for, an analysis of our revenues and other U.S. generally accepted accounting principles ("U.S. GAAP") measures. We define ACV Bookings as the average annualized value of software contracts signed in the current reporting period that generate current and future on-premises and SaaS software revenue. We only include contracts with an initial term of at least 24 months and we exclude perpetual licenses and other software revenues that are non-recurring in nature. For renewals of existing software subscription contracts, we count only incremental annual revenue expected over the current contract as ACV Bookings.

ACV Bookings is calculated by dividing the total expected contract value by the contract term in years. The expected contract value equals the fixed amount — including guaranteed minimums, if any — stated in the contract, plus estimates of future usage-based fees. We develop estimates from discussions with our customers and examinations of historical data from similar products and customer arrangements. Differences between estimates and actual results occur due to variability in the estimated usage. This variability can be the result of the economic trends in our customers' industries, individual performance of our customers relative to their competitors, and regulatory and other factors that affect the business environment in which our customers operate. For each of the periods presented, ACV Bookings related to estimates of future usage-based fees was approximately 30% of the total ACV Bookings amount. Differences between the initial estimates of future usage-based fees and actual results historically have not been material and we do not currently expect that they will be materially different in the future.

We disclose estimated revenue expected to be recognized in the future related to remaining performance obligations in Note 7 to the accompanying condensed consolidated financial statements. However, we believe ACV Bookings is a useful supplemental measure of our business as it includes estimated revenues and future billings excluded from Note 7, such as usage-based fees and guaranteed minimums derived from our on-premises software licenses, among others.

The following table summarizes our ACV Bookings during the periods indicated:

	Quarter Ended March 31,			Six Months Ended March 31,					
	Quarter Ended June 30,			Nine Months Ended June 30,					
	2024	2024	2023	2024	2023 *	2024	2023	2024	2023 *
	(In millions)								
Total on-premises and SaaS software									

(*) We sold certain assets related to our Siron compliance business during the quarter ended December 31, 2022, and the amount above excludes this product line for the six nine months ended March 31, 2023 June 30, 2023.

Annual Recurring Revenue ("ARR")

Accounting Standards Codification Topic 606, *Revenue from Contacts with Customers*, requires us to recognize a significant portion of revenue from our on-premises software subscriptions at the point in time when the software is first made available to the customer, or at the beginning of the subscription term, despite the fact that our contracts typically call for billing these amounts ratably over the life of the subscription. The remaining portion of our on-premises software subscription revenue including maintenance and usage-based fees are recognized over the life of the contract. This point-in-time recognition of a portion of our on-premises software subscription revenue creates significant variability in the revenue recognized period to period based on the timing of the subscription start date and the subscription term. Furthermore, this point-in-time revenue recognition can create a significant difference between the timing of our revenue recognition and the actual customer billing under the contract. We use ARR to measure the underlying performance of our subscription-based contracts and mitigate the impact of this variability. ARR is defined as the annualized revenue run-rate of on-premises and SaaS software agreements within a quarterly reporting period, and as such, is different from the timing and amount of revenue recognized. All components of our software licensing and subscription arrangements that are not expected to recur (primarily perpetual licenses) are excluded. We calculate ARR as the quarterly recurring revenue run-rate multiplied by four.

The following table summarizes our ARR for on-premises and SaaS software exiting each of the dates presented:

	June 30, 2022	September 30, 2022	December 31, 2022	March 31, 2023	June 30, 2023	September 30, 2023	December 31, 2023	
	September 30, 2022	December 31, 2022	March 31, 2023	June 30, 2023	September 30, 2023	December 31, 2023	March 31, 2024	
ARR (*)	(In millions)							
Platform	$ 107.2	$ 113.1	$ 132.8	$ 152.5	$ 164.1	$ 173.2	$ 190.3	$ 201.4
Non-platform	432.3	437.0	450.1	461.0	481.8	496.2	497.4	495.6
Total	$ 539.5	$ 550.1	$ 582.9	$ 613.5	$ 645.9	$ 669.4	$ 687.7	$ 697.0
Percentage								
Platform	20 %	21 %	23 %	25 %	25 %	26 %	28 %	29 %
Non-platform	80 %	79 %	77 %	75 %	75 %	74 %	72 %	71 %
Total	100 %	100 %	100 %	100 %	100 %	100 %	100 %	100 %
YoY Change								
Platform	62 %	54 %	46 %	60 %	53 %	53 %	43 %	32 %
Non-platform	2 %	2 %	4 %	7 %	11 %	14 %	11 %	8 %
Total	10 %	10 %	11 %	17 %	20 %	22 %	18 %	14 %

(*) We sold certain assets related to our Siron compliance business during the quarter ended December 31, 2022, and the amounts and percentages above exclude this product line at June 30, 2022, September 30, 2022 and December 31, 2022.

Dollar-Based Net Retention Rate ("DBNRR")

We consider DBNRR to be an important measure of our success in retaining and growing revenue from our existing customers. To calculate DBNRR for any period, we compare the ARR at the end of the prior comparable quarter ("base ARR") to the ARR from that same cohort of customers at the end of the current quarter ("retained ARR"); we then divide the retained ARR by the base ARR to arrive at the DBNRR. Our calculation includes the positive impact among this cohort of customers of selling additional products, price increases and increases in usage-based fees, and the negative impact of customer attrition, price decreases, and decreases in usage-based fees during the period. However, the calculation does not include the positive impact from sales to any new customers acquired during the period. Our DBNRR may increase or decrease from period to period as a result of various factors, including the timing of new sales and customer renewal rates.

The following table summarizes our DBNRR for on-premises and SaaS software exiting each of the dates presented:

		June 30, 2022	September 30, 2022	December 31, 2022	March 31, 2023	June 30, 2023	September 30, 2023	December 31, 2023	March 31, 2024				
		September 30, 2022	December 31, 2022	March 31, 2023	June 30, 2023	September 30, 2023	December 31, 2023	March 31, 2024	June 30, 2024				
DBNRR (*)													
Platform													
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Platform		137 %	129 %	130 %	146 %	142 %	145 %	136 %	126 %		129 %	130 %	146 %
Non-platform	**Non-platform**	101 %	101 %	103 %	105 %	109 %	111 %	108 %	106 %	**Non-platform**	101 %	103 %	105 %
Total	**Total**	109 %	109 %	110 %	114 %	117 %	120 %	114 %	112 %	**Total**	109 %	110 %	114 %

(*) We sold certain assets related to our Siron compliance business during the quarter ended December 31, 2022, and the percentages above exclude this product line at June 30, 2022, September 30, 2022 and December 31, 2022.

RESULTS OF OPERATIONS

We are organized into two reportable segments: Scores and Software. 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.

Segment revenues, operating income, and related financial information, including disaggregation of revenue, are set forth in Note 7 and Note 10 to the accompanying condensed consolidated financial statements.

Revenues

The following tables set forth certain summary information on a segment basis related to our revenues for the quarters and six-month nine-month periods ended March 31, 2024 June 30, 2024 and 2023:

Segment		Quarter Ended March 31, Quarter Ended June 30,			Percentage of Revenues Percentage of Revenues					Period-to-Period Change	Period-to-Period Change	Period-to-Period Percentage Change	Period-to-Period Percentage Change				
		(In thousands)							(In thousands)			(In thousands)					
Scores	Scores	$236,885	$	$198,507	55	55	%	52	%	$38,378	19	19	%	Scores	$	241,450	$
Software	Software	196,924	181,759	181,759	45	45	%	48	%	15,165	8	8	%	Software	206,399	1	
Total	Total	$433,809	$	$380,266	100	100	%	100	%	53,543	14	14	%	Total	$	447,849	$

Segment		Six Months Ended March 31,			Percentage of Revenues				Period-to-Period Change		Period-to-Period Percentage Change	Nine Months Ended June 30,					
		(In thousands)							(In thousands)			(In thousands)					
Scores	Scores	$428,997	$	$376,495	53	53	%	52	%	$52,502	14	14	%	Scores	$	670,447	$
Software	Software	386,871	348,641	348,641	47	47	%	48	%	38,230	11	11	%	Software	593,270	5	
Total	Total	$815,868	$	$725,136	100	100	%	100	%	90,732	13	13	%	Total	$	1,263,717	$

Quarter Ended March 31, 2024 June 30, 2024 Compared to Quarter Ended March 31, 2023 June 30, 2023

Scores

Scores segment revenues increased $38.4 million $39.7 million due to an increase of $40.6 million in our business-to-business scores revenue, partially offset by a decrease of $2.2 million $0.9 million in our business-to-consumer revenue. The increase in business-to-business scores revenue was primarily attributable to a higher unit price, partially offset by a decrease in volume of mortgage originations. The decrease in business-to-consumer revenue was primarily attributable to a decrease in direct sales generated from the myFICO.com website.

Software

		Quarter Ended March 31, Quarter Ended June 30,					Period-to-Period Change	Period-to-Period Change	Period-to-Period Percentage Change	Period-to-Period Percentage Change					
		(In thousands)				(In thousands)				(In thousands)				(In thousands)	
On-premises and SaaS software	On-premises and SaaS software	$177,180	$	$154,584	$		$22,596	15	15	%	On-premises and SaaS software	$	183,785	$	$172,059
Professional services	Professional services	19,744	27,175	27,175	(7,431)		(7,431)	(27)	(27)	%	Professional services		22,614	24,851	2
Total	Total	$196,924	$	$181,759	15,165		15,165	8	8	%	Total	$	206,399	$	$ 196,910

Software segment revenues increased $15.2 million $9.5 million due to a $22.6 million an $11.7 million increase in our on-premises and SaaS software revenue, partially offset by a $7.4 million $2.2 million decrease in professional services revenue. The increase in our on-premises and SaaS software revenue was primarily attributable to an increase in revenue recognized over-time over time largely driven by SaaS growth. The decrease in professional services revenue was primarily attributable to our strategy to emphasize higher-margin software over professional services.

Six Nine Months Ended March 31, 2024 June 30, 2024 Compared to Six Nine Months Ended March 31, 2023 June 30, 2023

Scores

Scores segment revenues increased $52.5 million $92.2 million due to an increase of $56.2 million $96.8 million in our business-to-business scores revenue, partially offset by a decrease of $3.7 million $4.6 million in our business-to-consumer revenue. The increase in business-to-business scores revenue was primarily attributable to a higher unit price, partially offset by a decrease in volume of mortgage originations. The decrease in business-to-consumer revenue was primarily attributable to a decrease in direct sales generated from the myFICO.com website.

Software

		Six Months Ended March 31,													
		Nine Months Ended June 30,				Period-to-Period Change	Period-to-Period Change	Period-to-Period Percentage Change	Period-to-Period Percentage Change						
		(In thousands)			(In thousands)				(In thousands)				(In thousands)		
On-premises and SaaS software	On-premises and SaaS software	$345,848	$	$299,144	$	$46,704	16	16 %	On-premises and SaaS software	$	529,633	$	$471,203		
Professional services	Professional services	41,023	49,497	49,497	(8,474)	(8,474)	(17)	(17) %	Professional services		63,637	74,348	74		
Total	Total	$386,871	$	$348,641	38,230	38,230	11	11 %	Total	$	593,270	$	$	545,551	

Software segment revenues increased $38.2 million $47.7 million due to a $46.7 million $58.4 million increase in our on-premises and SaaS software revenue, partially offset by an $8.5 million a $10.7 million decrease in professional services revenue. The increase in our on-premises and SaaS software revenue was primarily attributable to an increase in revenue recognized over-time over time largely driven by SaaS growth. The decrease in professional services revenue was primarily attributable to our strategy to emphasize higher-margin software over professional services.

Operating Expenses and Other Income (Expense), Net

The following tables set forth certain summary information related to our condensed consolidated statements of income and comprehensive income for the quarters and six-month nine-month periods ended March 31, 2024 June 30, 2024 and 2023:

		Quarter Ended March 31,			Percentage of Revenues		Period-to-Period Change		Period-to-Period Percentage Change		Quarter Ended June 30,	
		(In thousands, except employees)					(In thousands, except employees)				(In thousands, except employees)	
Revenues	Revenues	$433,809	$	$380,266	100	100 %	100 %	$53,543	14	14 %	Revenues	$
Operating expenses:												
Cost of revenues Cost of revenues Cost of revenues		86,946	79,806	79,806	20	20 %	21 %	7,140	9	9 %		88,22
Research and development	Research and development	40,880	40,266	40,266	9	9 %	11 %	614	2	2 %	Research and development	

Selling, general and administrative	Selling, general and administrative	110,867	100,158	100,158	26	26	%	26	%	10,709	11	11	%	Selling, general and administrativ	
Amortization of intangible assets	Amortization of intangible assets	275	275	275	—	—	%	—	%	—	—	—	%	Amortization of intangible assets	
Total operating expenses															
Total operating expenses															
Total operating expenses		238,968	220,505	220,505	55	55	%	58	%	18,463	8	8	%		257,59
Operating income	Operating income	194,841	159,761	159,761	45	45	%	42	%	35,080	22	22	%	Operating income	
Interest expense, net	Interest expense, net	(26,093)	(23,897)	(23,897)	(6)	(6)	%	(6)	%	(2,196)	9	9	%	Interest expense, net	
Other income, net	Other income, net	3,986	1,605	1,605	1	1	%	—	%	2,381	148	148	%	Other income, net	
Income before income taxes	Income before income taxes	172,734	137,469	137,469	40	40	%	36	%	35,265	26	26	%	Income before incom taxes	
Provision for income taxes	Provision for income taxes	42,935	35,919	35,919	10	10	%	9	%	7,016	20	20	%	Provision for income taxes	
Net income	Net income	$129,799	$	$101,550	30	30	%	27	%	28,249	28	28	%	Net income	$
Number of employees at quarter end	Number of employees at quarter end	3,550	3,320	3,320		230									

		Six Months Ended March 31,			Percentage of Revenues			Period-to-Period Change		Period-to-Period Percentage Change		Nine Months Ended June 30,			
		(In thousands)						(In thousands)				(In thousands)			
Revenues	Revenues	$815,868	$	$725,136	100	100	%	100	%	$90,732	13	13	%	Revenues $	1,263,
Operating expenses:															
Cost of revenues															
Cost of revenues															
Cost of revenues		170,407	156,375	156,375	21	21	%	21	%	14,032	9	9	%		258,632
Research and development	Research and development	83,515	76,899	76,899	10	10	%	11	%	6,616	9	9	%	Research and development	127,
Selling, general and administrative	Selling, general and administrative	215,196	193,153	193,153	27	27	%	27	%	22,043	11	11	%	Selling, general and administrative	340,
Amortization of intangible assets	Amortization of intangible assets	550	550	550	—	—	%	—	%	—	—	—	%	Amortization of intangible assets	
Gain on product line asset sale															
Gain on product line asset sale															
Gain on product line asset sale		—	(1,941)	(1,941)	—	—	%	—	%	1,941	(100)	(100)	%		—
Total operating expenses	Total operating expenses	469,668	425,036	425,036	58	58	%	59	%	44,632	11	11	%	Total operating expenses	727,
Operating income	Operating income	346,200	300,100	300,100	42	42	%	41	%	46,100	15	15	%	Operating income	536,
Interest expense, net	Interest expense, net	(50,255)	(46,697)	(46,697)	(6)	(6)	%	(6)	%	(3,558)	8	8	%	Interest expense, net	(77,
Other income, net	Other income, net	7,379	1,969	1,969	1	1	%	—	%	5,410	275	275	%	Other income, net	11,
Income before income taxes	Income before income taxes	303,324	255,372	255,372	37	37	%	35	%	47,952	19	19	%	Income before income taxes	470,

Provision for income taxes	Provision for income taxes	52,460	56,179	56,179	6	6	%	8	%	(3,719)	(7)	(7)	%	Provision for income taxes	93,
Net income	Net income	$250,864	$	$199,193	31	31	%	27	%	51,671	26	26	%	Net income	$ 377,

Cost of Revenues

Cost of revenues consists primarily of employee salaries, incentives, and benefits for personnel directly involved in delivering software products, operating SaaS infrastructure, and providing support, implementation and consulting services; overhead, facilities and data center costs; software royalty fees; credit bureau data and processing services; third-party hosting fees related to our SaaS services; travel costs; and outside services.

The quarter-over-prior year quarter increase in cost of revenues of $7.1 million $16.4 million was primarily attributable to a $2.5 million an $11.1 million increase in infrastructure and facilities costs, a $2.0 million $3.8 million increase in personnel and labor costs, and a $2.0 million $1.1 million increase in direct materials outside services costs. The increase in infrastructure and facilities costs was primarily attributable to increased a prior-year quarter one-time reimbursement from a third-party data center hosting provider for implementation costs previously incurred. The increase in personnel and labor costs was primarily attributable to increased incentive expense and increased headcount. The increase in outside services costs was primarily attributable to increased consulting expenses. Cost of revenues as a percentage of revenues increased to 20% during the quarter ended June 30, 2024 from 18% during the quarter ended June 30, 2023, primarily due to the increase in infrastructure and facilities costs, partially offset by increased sales of our higher-margin Scores products.

The year-to-date period-over-period increase in cost of revenues of $30.4 million was primarily attributable to a $14.9 million increase in infrastructure and facilities costs, a $9.9 million increase in personnel and labor costs, a $3.5 million increase in direct materials costs, and a $2.1 million increase in outside services costs. The increase in infrastructure and facilities costs was primarily attributable to a prior-year period one-time reimbursement from a third-party data center provider for implementation costs previously incurred. The increase in personnel and labor costs was primarily attributable to increased headcount and increased share-based compensation expense, partially offset by decreased incentive expense. The increase in direct materials costs was primarily attributable to increased telecommunications expenses to support FICO® Customer Communications Services revenue. The increase in outside services costs was primarily attributable to increased consulting expenses. Cost of revenues as a percentage of revenues decreased increased to 21% during the nine months ended June 30, 2024 from 20% during the quarter nine months ended March 31, 2024 from 21% during the quarter ended March 31, 2023 June 30, 2023, primarily due to the increase in infrastructure and facilities costs, partially offset by increased sales of our higher-margin Scores products and decreased sales of lower-margin professional services. products.

The year-to-date period-over-period increase in cost of revenues of $14.0 million was primarily attributable to a $6.1 million increase in personnel and labor costs, a $3.8 million increase in infrastructure and facilities costs, and a $2.9 million increase in direct materials costs. The increase in personnel and labor costs was primarily attributable to increased headcount and increased share-based compensation expense, partially offset by decreased incentive expense. The increase in infrastructure and facilities costs was primarily attributable to increased third-party data center hosting costs. The increase in direct materials costs was primarily attributable to increased telecommunications expenses to support FICO® Customer Communications Services revenue. Cost of revenues as a percentage of revenues remained consistent at 21% during the six months ended March 31, 2024 and 2023.

Research and Development

Research and development expenses include personnel and related overhead costs incurred in the development of new products and services, including research of mathematical and statistical models and development of new versions of Software products.

The quarter-over-prior year quarter increase in research and development expenses of $0.6 million $2.8 million was primarily attributable to increased third-party data center hosting costs and an increase in third-party consulting expenses. personnel and labor costs as a result of increased incentive expense. Research and development expenses as a percentage of revenues decreased to 9% 10% during the quarter ended March 31, 2024 June 30, 2024 from 11% during the quarter ended March 31, 2023 June 30, 2023.

The year-to-date period-over-period increase in research and development expenses of $6.6 million $9.4 million was primarily attributable to an increase in personnel and labor costs, as a result of increased share-based compensation expense, headcount, and increased share-based compensation incentive expense, and increased third-party data center hosting costs. Research and development expenses as a percentage of revenues decreased to 10% during the six nine months ended March 31, 2024 June 30, 2024 from 11% during the six nine months ended March 31, 2023 June 30, 2023.

Selling, General and Administrative

Selling, general and administrative expenses consist principally of employee salaries, incentives, commissions and benefits; travel costs; overhead costs; advertising and other promotional expenses; corporate facilities expenses; legal expenses; and business development expenses.

The quarter-over-prior year quarter increase in selling, general and administrative expenses of $10.7 million $16.8 million was primarily attributable to a $9.9 million $12.3 million increase in personnel and labor costs, a $2.7 million increase in outside services costs, and a $1.1 million $1.6 million increase in travel costs. advertising and other promotional expenses. The increase in personnel and labor costs was primarily attributable to increased share-based compensation expense, increased headcount, and increased fringe benefit costs related to our supplemental retirement and savings plan, partially offset by decreased incentive expense. The increase in travel outside services costs was primarily attributable to increased legal and consulting expenses. The increase in advertising and other promotional and expenses was primarily attributable to increased costs for corporate events. Selling, general and administrative expenses as a percentage of revenues remained consistent at 26% increased to 28% during the quarters quarter ended March 31, 2024 and 2023. June 30, 2024 from 27% during the quarter ended June 30, 2023.

The year-to-date period-over-period increase in selling, general and administrative expenses of $22.0 million $38.8 million was primarily attributable to a $17.3 million $29.5 million increase in personnel and labor costs, a $2.2 million $3.0 million increase in outside services costs, a $2.6 million increase in advertising and other promotional expenses, a $2.5 million increase in travel costs, and a $1.8 million $2.0 million increase in infrastructure and facilities costs. The increase in personnel and labor costs was primarily attributable to increased headcount, increased share-based compensation expense, increased headcount, increased fringe benefit costs related to our supplemental retirement and savings plan, and increased commission expense, partially offset by decreased incentive expense. The increase in outside services costs was primarily attributable to increased legal expenses. The increase in advertising and other promotional expenses was primarily attributable to increased costs for corporate events. The increase in travel costs was primarily attributable to promotional and corporate events. The increase in infrastructure and facilities costs was primarily attributable to the impact of a favorable adjustment in the prior year prior-year period from the termination of an office lease. Selling, general and administrative expenses as a percentage of revenues remained consistent at 27% during each of the six nine months ended March 31, 2024 June 30, 2024 and 2023.

Amortization of Intangible Assets

Amortization of intangible assets consists of expense related to intangible assets recorded in connection with our acquisitions. Our finite-lived intangible assets, consisting primarily of completed technology and customer contracts and relationships, are amortized using the straight-line method over five years.

Amortization expense was $0.3 million during each of the quarters ended March 31, 2024 June 30, 2024 and 2023.

Amortization expense was $0.6 million $0.8 million during each of the six nine months ended March 31, 2024 June 30, 2024 and 2023.

Gain on Product Line Asset Sale

The $1.9 million gain on product line asset sale during the six nine months ended March 31, 2023 June 30, 2023 was attributable to the sale of certain assets related to our Siron compliance business.

Interest Expense, Net

Interest expense includes interest on the senior notes issued in December 2021, December 2019 and May 2018, as well as interest and credit agreement fees on the revolving line of credit and term loan. loans. On our condensed consolidated statements of income and comprehensive income, interest expense is netted with interest income, which is derived primarily from the investment of funds in excess of our immediate operating requirements.

The quarter-over-prior year quarter increase in interest expense of $2.2 million $2.3 million was primarily attributable to a higher average interest rate on our revolving line of credit and term loan, and a higher average outstanding balance on of borrowings under our revolving line of credit agreement during the quarter ended March 31, 2024 June 30, 2024.

The year-to-date period-over-period increase in interest expense of $3.6 million $5.9 million was primarily attributable to a higher average interest rate on our revolving line of credit and term loan, and a higher average outstanding balance on of borrowings under our revolving line of credit agreement during the six nine months ended March 31, 2024 June 30, 2024.

Other Income, Net

Other income, net consists primarily of unrealized investment gains/losses and realized gains/losses on certain investments classified as trading securities, exchange rate gains/losses resulting from remeasurement of foreign-currency-denominated receivable and cash balances held by our various reporting entities into their respective functional currencies at period-end market rates, net of the impact of offsetting foreign currency forward contracts, and other non-operating items.

The quarter-over-prior year quarter increase decrease in other income, net of $2.4 million $1.4 million was primarily attributable to an increase a decrease in net unrealized gains on investments classified as trading securities in our supplemental retirement and savings plan, and a decrease in foreign currency exchange losses. plan.

The year-to-date period-over-period increase in other income, net of $5.4 million $4.0 million was primarily attributable to an increase in net realized and unrealized gains on investments classified as trading securities in our supplemental retirement and savings plan and a decrease in foreign currency exchange losses.

Provision for Income Taxes

The effective income tax rate was 24.9% 24.5% and 26.1% 18.4% during the quarters ended March 31, 2024 June 30, 2024 and 2023, respectively, and 17.3% 19.9% and 22.0% 20.6% during the six nine months ended March 31, 2024 June 30, 2024 and 2023, respectively. The provision for income taxes during interim quarterly reporting periods is based on our estimates of the effective tax rates for the full fiscal year. The effective tax rate in any quarter can also be affected positively or negatively by adjustments that are required to be reported in the specific quarter of resolution. The effective tax rates rate for the quarter and six months ended March 31, 2024 were June 30, 2023 was favorably impacted by the excess release of the valuation allowance previously established for our California state research and development tax benefit relating to stock awards. credits.

Operating Income

The following tables set forth certain summary information on a segment basis related to our operating income for the quarters and six-month nine-month periods ended March 31, 2024 June 30, 2024 and 2023.

	Quarter Ended March 31,	Period-to-Period Change		Period-to-Period Percentage Change	Quarter Ended June 30,
Segment					

		(In thousands)			(In thousands)					(In thousands)		(In thousands)
Scores	Scores	$212,208	$	$175,405	$	$36,803	21	21 %	Scores	$ 212,989	$	$ 176,999
Software	Software	64,162	54,867	54,867	9,295	9,295	17	17 %	Software	70,340	75,649	
Unallocated corporate expenses	Unallocated corporate expenses	(45,806)	(43,183)	(43,183)	(2,623)	(2,623)	6	6 %	Unallocated corporate expenses	(50,368)	(42,347)	
Total segment operating income	Total segment operating income	230,564	187,089	187,089	43,475	43,475	23	23 %	Total segment operating income	232,961	210,301	
Unallocated share-based compensation	Unallocated share-based compensation	(35,448)	(27,053)	(27,053)	(8,395)	(8,395)	31	31 %	Unallocated share-based compensation	(42,435)	(32,995)	
Unallocated amortization expense	Unallocated amortization expense	(275)	(275)	(275)	—	—	—	— %	Unallocated amortization expense	(275)	(275)	
Operating income Operating income Operating income		$194,841	$	$159,761	35,080	35,080	22	22 %	$ 190,251	$	$177,031	

		Scores				Scores					Software				
		Quarter Ended March 31,		Percentage of Revenues		Quarter Ended March 31,		Percentage of Revenues			Quarter Ended June 30,				P
		2024	2023	2024	2023	2024	2023				2024	2023	2024		
		(In thousands)				(In thousands)					(In thousands)				
Segment revenues	Segment revenues	$236,885	$	$198,507	100	100 %	100 %	$ 196,924	$	$181,759	100	100 %	100 %	Segment revenues	$241,450
Segment operating expense	Segment operating expense	(24,677)	(23,102)	(23,102)	(10)	(10)%	(12)%	(132,762)	(126,892)	(126,892)	(67)	(67)%	(70) %	Segment operating expense	(
Segment operating income	Segment operating income	$212,208	$	$175,405	90	90 %	88 %	$ 64,162	$	$ 54,867	33	33 %	30 %	Segment operating income	$212,989

The quarter-over-prior year quarter increase in operating income of $35.1 million $13.2 million was attributable to a $53.5 million $49.2 million increase in segment revenues, partially offset by an $8.4 million $18.5 million increase in segment operating expenses, a $9.4 million increase in share-based compensation cost, a $7.4 million increase in segment operating expenses, and a $2.6 million an $8.0 million increase in corporate expenses.

At the segment level, the quarter-over-prior year quarter increase in segment operating income of $43.5 million $22.7 million was the result of a $36.8 million $36.0 million increase in our Scores segment operating income, partially offset by an $8.0 million increase in corporate expenses and a $9.3 million increase $5.3 million decrease in our Software segment operating income, partially offset by a $2.6 million increase in corporate expenses. income.

The quarter-over-prior year quarter increase in Scores segment operating income of $36.8 million $36.0 million was due to a $38.4 million increase in segment revenue, partially offset by a $1.6 million increase in segment operating expenses. Segment operating income as a percentage of segment revenue for Scores increased to 90% from 88%.

The quarter-over-prior year quarter increase in Software segment operating income of $9.3 million was due to a $15.1 million increase in segment revenue, partially offset by a $5.8 million increase in segment operating expenses. Segment operating income as a percentage of segment revenue for Software increased to 33% from 30%, primarily attributable to a decrease in sales of our lower-margin professional services and an increase in higher-margin license revenue recognized at a point in time.

Segment	Six Months Ended March 31, 2024	Six Months Ended March 31, 2023	Period-to-Period Change	Period-to-Period Percentage Change
	(In thousands)		(In thousands)	
Scores	$ 380,862	$ 332,097	$ 48,765	15 %
Software	119,284	100,632	18,652	19 %

Unallocated corporate expenses	(86,374)	(77,265)	(9,109)	12 %
Total segment operating income	413,772	355,464	58,308	16 %
Unallocated share-based compensation	(67,022)	(56,755)	(10,267)	18 %
Unallocated amortization expense	(550)	(550)	—	— %
Unallocated gain on product line asset sale	—	1,941	(1,941)	(100)%
Operating income	$ 346,200	$ 300,100	46,100	15 %

	Scores				Software			
	Six Months Ended March 31,		Percentage of Revenues		Six Months Ended March 31,		Percentage of Revenues	
	2024	2023	2024	2023	2024	2023	2024	2023
	(In thousands)				(In thousands)			
Segment revenues	$ 428,997	$ 376,495	100 %	100 %	$ 386,871	$ 348,641	100 %	100 %
Segment operating expense	(48,135)	(44,398)	(11)%	(12)%	(267,587)	(248,009)	(69)%	(71)%
Segment operating income	$ 380,862	$ 332,097	89 %	88 %	$ 119,284	$ 100,632	31 %	29 %

The year-to-date period-over-period increase of $46.1 million in operating income was primarily attributable to a $90.7 million increase in segment revenues, partially offset by a $23.3 million increase in segment operating expenses, a $10.3 million increase in share-based compensation cost, and a $9.1 million increase in corporate expenses.

At the segment level, the year-to-date period-over-period increase of $58.3 million in segment operating income was the result of a $48.8 million increase in our Scores segment operating income and an $18.7 million increase in our Software segment operating income, partially offset by a $9.1 million increase in corporate expenses.

The year-to-date period-over-period $48.8 million increase in Scores segment operating income was attributable to a $52.5 million $39.7 million increase in segment revenue, partially offset by a $3.7 million increase in segment operating expenses. Segment operating income as a percentage of segment revenue for Scores was 88%, consistent with the quarter ended June 30, 2023.

The quarter-over-prior year quarter decrease in Software segment operating income of $5.3 million was due to a $14.8 million increase in segment operating expenses, partially offset by a $9.5 million increase in segment revenue. Segment operating income as a percentage of segment revenue for Software decreased to 34% from 38%, primarily attributable to a prior-year quarter one-time reimbursement from a third-party data center provider for implementation costs previously incurred.

Segment	Nine Months Ended June 30, 2024	Nine Months Ended June 30, 2023	Period-to-Period Change	Period-to-Period Percentage Change
	(In thousands)		(In thousands)	
Scores	$ 593,851	$ 509,096	$ 84,755	17 %
Software	189,624	176,281	13,343	8 %
Unallocated corporate expenses	(136,742)	(119,612)	(17,130)	14 %
Total segment operating income	646,733	565,765	80,968	14 %
Unallocated share-based compensation	(109,457)	(89,750)	(19,707)	22 %
Unallocated amortization expense	(825)	(825)	—	— %
Unallocated gain on product line asset sale	—	1,941	(1,941)	(100)%
Operating income	$ 536,451	$ 477,131	59,320	12 %

	Scores				Software			
	Nine Months Ended June 30,		Percentage of Revenues		Nine Months Ended June 30,		Percentage of Revenues	
	2024	2023	2024	2023	2024	2023	2024	2023
	(In thousands)				(In thousands)			
Segment revenues	$ 670,447	$ 578,273	100 %	100 %	$ 593,270	$ 545,551	100 %	100 %
Segment operating expense	(76,596)	(69,177)	(11)%	(12)%	(403,646)	(369,270)	(68)%	(68)%
Segment operating income	$ 593,851	$ 509,096	89 %	88 %	$ 189,624	$ 176,281	32 %	32 %

The year-to-date period-over-period increase of $59.3 million in operating income was primarily attributable to a $139.9 million increase in segment revenues, partially offset by a $41.8 million increase in segment operating expenses, a $19.7 million increase in share-based compensation cost, and a $17.1 million increase in corporate expenses.

At the segment level, the year-to-date period-over-period increase of $81.0 million in segment operating income was the result of an $84.8 million increase in our Scores segment operating income and a $13.3 million increase in our Software segment operating income, partially offset by a $17.1 million increase in corporate expenses.

The year-to-date period-over-period $84.8 million increase in Scores segment operating income was attributable to a $92.2 million increase in segment revenue, partially offset by a $7.4 million increase in segment operating expenses. Segment operating income as a percentage of segment revenue for Scores increased to 89% from 88%.

The year-to-date period-over-period $18.7 million $13.3 million increase in Software segment operating income was attributable to a $38.2 million $47.7 million increase in segment revenue, partially offset by a $19.5 million $34.4 million increase in segment operating expenses. Segment operating income as a percentage of segment revenue for Software increased to 31% from 29% was 32%, primarily attributable to a decrease in sales of our lower-margin professional services and an increase in higher-margin license revenue recognized at a point in time. consistent with the nine months ended June 30, 2023.

CAPITAL RESOURCES AND LIQUIDITY

Outlook

As of March 31, 2024 June 30, 2024, we had $135.7 million $156.0 million in cash and cash equivalents, which included $109.5 million $120.8 million held by our foreign subsidiaries. We believe our cash and cash equivalents balances, including those held by our foreign subsidiaries, as well as available borrowings from our $600 million revolving line of credit and anticipated cash flows from operating activities, will be sufficient to fund our working and other capital requirements for at least the next 12 months and thereafter for the foreseeable future, including the $15.0 million principal payments on our term loan the $300 Million Term Loan due over the next 12 months. Under our current financing arrangements, we have no other significant debt obligations maturing over the next 12 months. For jurisdictions outside the U.S. where cash may be repatriated in the future, the Company expects the net impact of any repatriations to be immaterial to the Company's overall tax liability.

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 to fund such activities in the future. In the event additional needs for cash arise, or if we refinance our existing debt, 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.

Summary of Cash Flows

	Six Months Ended March 31,	Period-to-Period Change	Nine Months Ended June 30,	Period-to-Period Change
	(In thousands)	(In thousands)		
Cash provided by (used in):				
Operating activities				
Operating activities				
Operating activities				
Investing activities				
Financing activities				
Effect of exchange rate changes on cash				
Increase (decrease) in cash and cash equivalents				
Increase in cash and cash equivalents				

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 to $193.2 million $406.5 million during the six nine months ended March 31, 2024 June 30, 2024 from $182.2 million $304.9 million during the six nine months ended March 31, 2023 June 30, 2023. The $10.9 million $101.6 million increase was attributable to a $51.7 million $49.2 million increase in net income, and a $10.0 million $33.4 million increase in non-cash items, partially offset by and a $50.8 million decrease $19.0 million increase due to the timing of receipts and payments in our ordinary course of business.

Cash Flows from Investing Activities

Net cash used in investing activities was $12.0 million increased to $20.4 million for the six nine months ended March 31, 2024, compared with $11.9 million June 30, 2024 from $13.0 million for the six nine months ended March 31, 2023 June 30, 2023. The $7.5 million increase was primarily attributable to an $11.3 million increase in capitalized internal-use software costs and a $4.0 million increase in purchases of property and equipment, partially offset by a $6.1 million decrease in cash transferred, net of proceeds, from a product line asset sale.

Cash Flows from Financing Activities

Net cash used in financing activities increased to $183.2 million $365.0 million for the six nine months ended March 31, 2024 June 30, 2024 from $173.2 million $271.2 million for the six nine months ended March 31, 2023 June 30, 2023. The $10.0 million $93.7 million increase was primarily attributable to a $60.1 million $213.0 million increase in repurchases of common stock and a $61.8 million increase in taxes paid related to net share settlement of equity awards, and a $59.2 million increase in repurchases of common stock, partially offset by a $111.0 million $183.0 million increase in proceeds, net of payments, from our revolving line of credit and term loan. loans.

Repurchases of Common Stock

In January 2024, our Board of Directors approved a new stock repurchase program (the "January 2024 program"), replacing our previously authorized October 2022 stock repurchase program, which was terminated prior to its expiration. The current January 2024 program is was open-ended and authorizes authorized repurchases of shares of our common stock from time to time up to an aggregate cost of $500.0 million in the open market or in negotiated transactions. This As of June 30, 2024, we had $113.6 million remaining under the January 2024 program. We expended $255.5 million and $98.6 million during the quarters ended June 30, 2024 and 2023, respectively, and $506.8 million and $289.9 million during the nine months ended June 30, 2024 and 2023, respectively, under the January 2024 program and previously authorized stock repurchase programs, as applicable.

In July 2024, our Board of Directors approved a new stock repurchase program, replacing the January 2024 program, which was terminated prior to its expiration and under which $29.6 million was remaining for repurchase at the time of termination. The new program is open-ended and authorizes repurchases of shares of our common stock from time to time up to an aggregate cost of $1.0 billion in the open market or in negotiated transactions. The new stock repurchase program became effective on July 29, 2024, and remains in effect until the total authorized amount is expended or until further action by our Board of Directors. As of March 31, 2024, we had $366.7 million remaining under our current stock repurchase program. We expended $179.5 million and $116.3 million during the quarters ended March 31, 2024 and 2023, respectively, and $251.3 million and $191.3 million during the six months ended March 31, 2024 and 2023, respectively, under our current and previously authorized stock repurchase programs.

Revolving Line of Credit and Term Loan Loans

We have a $600 million unsecured revolving line of credit and a $300 million unsecured term loan (the "$300 Million Term Loan") with a syndicate of banks that mature on August 19, 2026. Borrowings under the revolving line of credit and term loan the $300 Million Term Loan 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. The term loan $300 Million Term Loan requires principal payments in consecutive quarterly installments of $3.75 million on the last business day of each quarter. Interest rates on amounts borrowed under the revolving line of credit and term loan the $300 Million Term Loan are based on (i) an adjusted base rate, which is the greatest of (a) the prime rate, (b) the Federal Funds rate plus 0.5%, and (c) one-month adjusted term Secured Overnight Financing Rate ("SOFR") rate plus 1%, plus, in each case, an applicable margin, or (ii) an adjusted term SOFR rate plus an applicable margin. margin (or, if such rate is no longer available, a successor benchmark rate determined in accordance with the terms of the credit agreement). Adjusted term SOFR is defined as term SOFR for the relevant interest period plus a SOFR adjustment of 0.10% per annum. The applicable margin for base rate borrowings and for SOFR borrowings is determined based on our consolidated leverage ratio. The applicable margin for base rate borrowings ranges from 0% to 0.75% per annum and for SOFR borrowings ranges from 1% to 1.75% per annum. In addition, we must pay certain credit facility fees. The revolving line of credit and term loan the $300 Million Term Loan contain certain restrictive covenants including a maximum consolidated leverage ratio of 3.5 to 1.0, subject to a step up to 4.0 to 1.0 following certain permitted acquisitions and subject to certain conditions, and a minimum interest coverage ratio of 3.0 to 1.0. The credit agreement also contains other covenants typical of unsecured credit facilities.

On June 13, 2024, we amended our credit agreement to provide for the issuance of a new $450 million unsecured term loan (the "$450 Million Term Loan") with a syndicate of banks, increasing the total capacity of the credit agreement to $1.35 billion. The $450 Million Term Loan is subject to the same interest rate provisions and covenants as the revolving line of credit and the $300 Million Term Loan, and matures on August 19, 2026. We have no obligation to make scheduled principal payments on the $450 Million Term Loan prior to the maturity date, but may prepay the $450 Million Term Loan, without premium or penalty, in whole or in part.

As of March 31, 2024 June 30, 2024, we had $488.0 million $118.0 million in borrowings outstanding under the revolving line of credit at a weighted-average interest rate of 6.673% 6.688%, and $266.3 million $262.5 million in outstanding balance of the term loan $300 Million Term Loan at an interest rate of 6.674% 6.688%, and $450.0 million in outstanding balance of the $450 Million Term Loan at an interest rate of 6.697%. We were in compliance with all financial covenants under this the credit agreement as of March 31, 2024 June 30, 2024.

Senior Notes

On May 8, 2018, we issued $400 million of senior notes in a private offering to qualified institutional investors (the "2018 Senior Notes"). The 2018 Senior Notes require interest payments semi-annually at a rate of 5.25% per annum and will mature on May 15, 2026. On December 6, 2019, we issued $350 million of senior notes in a private offering to qualified institutional investors (the "2019 Senior Notes"). The 2019 Senior Notes require interest payments semi-annually at a rate of 4.00% per annum and will mature on June 15, 2028. On December 17, 2021, we issued $550 million of additional senior notes of the same class as the 2019 Senior Notes in a private offering to qualified institutional investors (the "2021 Senior Notes," and collectively with the 2018 Senior Notes and the 2019 Senior Notes, the "Senior Notes"). The 2021 Senior Notes require interest payments semi-annually at a rate of 4.00% per annum and will mature on June 15, 2028, the same date as the 2019 Senior Notes. The indentures for the Senior Notes contain certain covenants typical of unsecured obligations. As of March 31, 2024 June 30, 2024, the carrying value of the Senior Notes was $1.3 billion and we were in compliance with all financial covenants under these obligations.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

We prepare our condensed consolidated financial statements in conformity with U.S. GAAP. 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 condensed consolidated 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, goodwill resulting from business combinations and other long-lived assets — impairment assessment, share-based compensation, 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 and such differences could be material to our financial condition and results of operations. Critical accounting estimates are those that involve a significant level of estimation uncertainty and have had or are reasonably likely to have a material impact on our financial condition and results of operations.

You should carefully consider the critical accounting estimates disclosed in Part II, Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Annual Report on Form 10-K for the fiscal year ended September 30, 2023 ("Annual Report on Form 10-K"). There have been no significant changes from the critical accounting estimates disclosed in our Annual Report on Form 10-K.

New Accounting Pronouncements

For information about recent accounting pronouncements recently adopted and not yet adopted and the impact on our consolidated financial statements, refer to Part I, Item 1, "Unaudited Financial Statements," Note 1, "Nature of Business" in our accompanying Notes to Condensed Consolidated Financial Statements.

Item 3. *Quantitative and Qualitative Disclosures about Market Risk*

Market Risk Disclosures

We are exposed to market risk related to changes in interest rates and foreign exchange rates. We do not use derivative financial instruments for speculative or trading purposes.

Interest Rate

We maintain an investment portfolio consisting of bank deposits and money market funds. The funds provide daily liquidity and may be subject to interest rate risk and fall in value if market interest rates increase. We do not expect our operating results or cash flows to be affected to any significant degree by a sudden change in market interest rates. The following table presents the principal amounts and related weighted-average yields for our investments with interest rate risk at March 31, 2024 June 30, 2024 and September 30, 2023:

	March 31, 2024			September 30, 2023			June 30, 2024			September 30, 2023	
	Cost Basis	Carrying Amount	Average Yield	Cost Basis	Carrying Amount	Average Yield	Cost Basis	Carrying Amount	Average Yield	Cost Basis	Carrying Amount
	(Dollars in thousands)						(Dollars in thousands)				
Cash and cash equivalents	$135,667	$135,667	3.20 3.20 %	$136,778	$136,778	3.05 3.05 %	$156,043	$156,043	3.18 3.18		

On May 8, 2018, we issued $400 million of senior notes in a private placement to qualified institutional investors (the "2018 Senior Notes"). On December 6, 2019, we issued $350 million of senior notes in a private offering to qualified institutional investors (the "2019 Senior Notes"). On December 17, 2021, we issued $550 million of additional senior notes of the same class as the 2019 Senior Notes in a private placement to qualified institutional investors (the "2021 Senior Notes" and collectively with the 2018 Senior Notes and 2019 Senior Notes, the "Senior Notes"). The fair value of the 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" for additional information on the Senior Notes. The following table presents the face values and fair values for the Senior Notes at March 31, 2024 June 30, 2024 and September 30, 2023:

	March 31, 2024		September 30, 2023		June 30, 2024		September 30, 2023	
	Face Value	Fair Value	Face Value	Fair Value	Face Value	Fair Value	Face Value	Fair Value
	(In thousands)				(In thousands)			
The 2018 Senior Notes								
The 2019 Senior Notes and the 2021 Senior Notes								
Total								

We have interest rate risk with respect to our unsecured revolving line of credit and term loan. loans. Interest rates on amounts borrowed under the revolving line of credit and term loan loans are based on (i) an adjusted base rate, which is the greatest of (a) the prime rate, (b) the Federal Funds rate plus 0.5%, and (c) one-month adjusted term SOFR rate plus 1%, plus, in each case, an applicable margin, or (ii) an adjusted term SOFR rate plus an applicable margin. margin (or, if such rate is no longer available, a successor benchmark rate determined in accordance with the terms of the credit agreement). Adjusted term SOFR is defined as term SOFR for the relevant interest period plus a SOFR adjustment of 0.10% per annum. The applicable margin for base rate borrowings and for SOFR borrowings is determined based on our consolidated leverage ratio. The applicable margin for base rate borrowings ranges from 0% to 0.75% per annum and for SOFR borrowings ranges from 1% to 1.75% per annum. 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. As of March 31, 2024 June 30, 2024, we had $488.0 million $118.0 million in borrowings outstanding under the revolving line of credit at a weighted-average interest rate of 6.673% 6.688%, and $266.3 million $262.5 million in outstanding balance of the term loan $300 Million Term Loan at an interest rate of 6.674% 6.688%, and $450.0 million in outstanding balance of the $450 Million Term Loan at an interest rate of 6.697%.

Foreign Currency Forward Contracts

We maintain a program to manage our foreign exchange rate risk on existing foreign-currency-denominated receivable and cash balances by entering into forward contracts to sell or buy foreign currencies. At period end, foreign-currency-denominated receivable and cash balances held by our various reporting entities are remeasured into their respective functional currencies 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 condensed consolidated statements of income and comprehensive income and the resulting gain or loss on the forward contract mitigates the foreign exchange rate risk of the associated assets. All of our foreign currency forward contracts have maturity periods of less than three months. Such derivative financial instruments are subject to market risk.

The following tables summarize our outstanding foreign currency forward contracts, by currency, at March 31, 2024 June 30, 2024 and September 30, 2023:

	March 31, 2024					
	Contract Amount				Fair Value	
	Foreign Currency			USD		USD
	(In thousands)					
Sell foreign currency:						
Euro (EUR)	EUR	9,000	$	9,718	$	—
Buy foreign currency:						
British pound (GBP)	GBP	9,670	$	12,200	$	—
Singapore dollar (SGD)	SGD	10,487	$	7,800	$	—

	September 30, 2023					
	Contract Amount				Fair Value	
	Foreign Currency			USD		USD
	(In thousands)					
Sell foreign currency:						
Euro (EUR)	EUR	12,900	$	13,621	$	—
Buy foreign currency:						
British pound (GBP)	GBP	10,700	$	13,100	$	—
Singapore dollar (SGD)	SGD	8,569	$	6,300	$	—

	June 30, 2024					
	Contract Amount				Fair Value	
	Foreign Currency			USD		USD
	(In thousands)					
Sell foreign currency:						
Euro (EUR)	EUR	7,900	$	8,447	$	—
Buy foreign currency:						
British pound (GBP)	GBP	8,764	$	11,100	$	—
Singapore dollar (SGD)	SGD	5,688	$	4,200	$	—

	September 30, 2023					
	Contract Amount				Fair Value	
	Foreign Currency			USD		USD
	(In thousands)					

Sell foreign currency:						
Euro (EUR)	EUR	12,900	$	13,621	$	—
Buy foreign currency:						
British pound (GBP)	GBP	10,700	$	13,100	$	—
Singapore dollar (SGD)	SGD	8,569	$	6,300	$	—

The foreign currency forward contracts were entered into on March 31, 2024 June 30, 2024 and September 30, 2023; therefore, their fair value was $0 on each of these dates.

Item 4. ***Controls and Procedures***

Evaluation of Disclosure Controls and Procedures

An evaluation was carried out under the supervision and with the participation of FICO's management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness of the design and operation of FICO's disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-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 CEO and CFO have concluded that FICO's disclosure controls and procedures were effective as of March 31, 2024 June 30, 2024 to ensure that information required to be disclosed by FICO in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms. In addition, the disclosure controls and procedures are designed to ensure that information required to be disclosed is accumulated and communicated to management, including the CEO and CFO, allowing timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

No change in FICO's internal control over financial reporting was identified in connection with the evaluation required by Rules 13a-15 or 15d-15 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***

Not applicable.

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

In addition to the other information set forth in this Quarterly Report, you should carefully consider the factors discussed in Part I, Item 1A "Risk Factors" in our Annual Report on Form 10-K for our fiscal year ended September 30, 2023 (our "Annual Report on Form 10-K"). The risks discussed in our Annual Report on Form 10-K could materially affect our business, financial condition and future results. The risks described in our Annual Report on Form 10-K are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be insignificant also may materially and adversely affect our business, financial condition or operating results in the future. There have been no material changes from the risk factors disclosed in our Annual Report on Form 10-K.

Item 2. ***Unregistered Sales of Equity Securities and Use of Proceeds***

Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased (1)		Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)		Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (2)
January 1, 2024 through January 31, 2024	42,512	$	1,182.34	41,500	$	496,990,469
February 1, 2024 through February 29, 2024	50,154	$	1,277.94	50,000	$	433,093,756
March 1, 2024 through March 31, 2024	52,830	$	1,266.00	52,443	$	366,691,341
	145,496	$	1,245.67	143,943	$	366,691,341

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (2)

April 1, 2024 through April 30, 2024	61,952	$	1,200.53	60,882	$	293,538,378
May 1, 2024 through May 31, 2024	102,274	$	1,311.45	100,671	$	161,561,667
June 1, 2024 through June 30, 2024	34,230	$	1,403.31	34,181	$	113,592,727
	198,456	$	1,292.67	195,734	$	113,592,727

(1) Includes 1,553 2,722 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, 2024 June 30, 2024.

(2) In January 2024, our Board of Directors approved a new stock repurchase program replacing our previously authorized October 2022 stock repurchase program, which was terminated prior to its expiration. The current January 2024 program is was open-ended and authorizes authorized repurchases of shares of our common stock from time to time up to an aggregate cost of $500.0 million in the open market or in negotiated transactions. This In July 2024, our Board of Directors approved a new stock repurchase program, replacing the January 2024 stock repurchase program, which was terminated prior to its expiration. The new program is open-ended and authorizes repurchases of shares of our common stock from time to time up to an aggregate cost of $1.0 billion in the open market or in negotiated transactions. The new stock repurchase program became effective on July 29, 2024, and remains in effect until the total authorized amount is expended or until further action by our Board of Directors.

Item 3. *Defaults Upon Senior Securities*

Not applicable.

Item 4. *Mine Safety Disclosures*

Not applicable.

Item 5. *Other Information*

Trading Arrangements

During the three months ended March 31, 2024On June 4, 2024, none of James Wehmann, our directors or officers (as defined in Rule 16a-1(f) of the Exchange Act) adopted, modified or terminated any contract, instruction, or written Executive Vice President, Scores, entered into a pre-arranged trading plan for the purchase or sale of our securities that was is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) of the Securities Exchange Act of 1934, as amended. This plan provides for the sale of up to 10,000 shares of our common stock in the aggregate, and terminates on the earlier of the close of market on May 30, 2025 or any non-Rule 10b5-1 trading arrangement (as defined in Item 408(c) of Regulation S-K).the date all shares are sold thereunder.

Item 6. *Exhibits*

Exhibit Number	Description
3.1	Composite Restated Certificate of Incorporation of Fair Isaac Corporation. (Incorporated by reference to Exhibit 3.2 to the Company's Form 10-Q for the quarter ended December 31, 2009).
3.2	By-laws of Fair Isaac Corporation. (Incorporated by reference to Exhibit 3.1 to the Company's Form 10-Q for the quarter ended December 31, 2009).
10.1	Third Amendment to Second Amended and Restated Credit Agreement among the Company, the several banks and other financial institutions from time to time parties thereto, and Wells Fargo Bank, National Association, as administrative agent, dated as of June 13, 2024 (Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on June 14, 2024).
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.
101.INS *	Inline XBRL Instance Document.
101.SCH *	Inline XBRL Taxonomy Extension Schema Document.
101.CAL *	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF *	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB *	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE *	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104 *	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).

* Filed herewith.

SIGNATURES

Pursuant to the requirements 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: April 25, July 31, 2024

By /s/ STEVEN P. WEBER

Steven P. Weber

Executive Vice President and Chief Financial Officer

(for Registrant as duly authorized officer and

as Principal Financial Officer)

DATE: April 25, July 31, 2024

By /s/ MICHAEL S. LEONARD

Michael S. Leonard

Vice President and Chief Accounting Officer

(Principal Accounting Officer)

EXHIBIT 31.1

CERTIFICATIONS

I, William J. Lansing, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Fair Isaac Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 25, 2024 July 31, 2024

/s/ WILLIAM J. LANSING

William J. Lansing

Chief Executive Officer

EXHIBIT 31.2

CERTIFICATIONS

I, Steven P. Weber, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Fair Isaac Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 25, 2024 July 31, 2024

/s/ STEVEN P. WEBER

Steven P. Weber

Executive Vice President and Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION UNDER SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned certifies that this periodic report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this periodic report fairly presents, in all material respects, the financial condition and results of operations of Fair Isaac Corporation.

Date: April 25, July 31, 2024

/s/ WILLIAM J. LANSING

William J. Lansing

Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION UNDER SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned certifies that this periodic report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this periodic report fairly presents, in all material respects, the financial condition and results of operations of Fair Isaac Corporation.

Date: April 25, July 31, 2024

/s/ STEVEN P. WEBER

Steven P. Weber

Executive Vice President and Chief Financial Officer

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