

FOUNDATION CAPITAL LP
Form 4
March 19, 2010

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FOUNDATION CAPITAL
MANAGEMENT CO LLC

(Last) (First) (Middle)

250 MIDDLEFIELD ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Financial Engines, Inc. [FNGN]

3. Date of Earliest Transaction
(Month/Day/Year)
03/19/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect or Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/19/2010		C		32,467	A	Ⓣ	1,672,729	I	By Foundation Capital Leadership Fund, LP ⁽⁴⁾
Common Stock	03/19/2010		C		1,198,503	A	Ⓣ	2,871,232	I	By Foundation Capital Leadership Fund, LP ⁽⁴⁾
Common Stock	03/19/2010		C		866	A	Ⓣ	44,604	I	By Foundation

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Common Stock	03/19/2010	C	31,959	A	<u>1</u>	76,563	I	Capital Leadership Principals Fund, LLC ⁽⁴⁾ By Foundation Capital Leadership Principals Fund, LLC ⁽⁴⁾
Common Stock	03/19/2010	C	160,271	A	<u>1</u>	160,271	I	By Foundation Capital Entrepreneurs Fund, LLC ⁽⁵⁾
Common Stock	03/19/2010	C	52,787	A	<u>1</u>	213,058	I	By Foundation Capital Entrepreneurs Fund, LLC ⁽⁵⁾
Common Stock	03/19/2010	C	54,145	A	<u>1</u>	267,203	I	By Foundation Capital Entrepreneurs Fund, LLC ⁽⁵⁾
Common Stock	03/19/2010	C	11,771	A	<u>1</u>	278,974	I	By Foundation Capital Entrepreneurs Fund, LLC ⁽⁵⁾
Common Stock	03/19/2010	<u>J</u> ⁽²⁾	716	A	<u>2</u>	279,690	I	By Foundation Capital Entrepreneurs Fund, LLC ⁽⁵⁾
Common Stock	03/19/2010	C	1,442,447	A	<u>1</u>	1,442,447	I	By Foundation Capital, LP ⁽⁵⁾
Common Stock	03/19/2010	C	475,080	A	<u>1</u>	1,917,527	I	By Foundation Capital, LP ⁽⁵⁾
Common Stock	03/19/2010	C	487,305	A	<u>1</u>	2,404,832	I	By Foundation Capital, LP ⁽⁵⁾
Common Stock	03/19/2010	C	105,924	A	<u>1</u>	2,510,756	I	By Foundation

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Common Stock	03/19/2010		J ⁽³⁾	6,447	A	③	2,517,203	I	Capital, LP ⁽⁵⁾ By Foundation Capital, LP ⁽⁵⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Series A Preferred Stock	<u>(1)</u>	03/19/2010		C	32,467	<u>(1)</u> <u>(1)</u>	Common Stock	32,467
Series A Preferred Stock	<u>(1)</u>	03/19/2010		C	866	<u>(1)</u> <u>(1)</u>	Common Stock	866
Series B Preferred Stock	<u>(1)</u>	03/19/2010		C	160,271	<u>(1)</u> <u>(1)</u>	Common Stock	160,271
Series B Preferred Stock	<u>(1)</u>	03/19/2010		C	1,442,447	<u>(1)</u> <u>(1)</u>	Common Stock	1,442,447
Series C Preferred Stock	<u>(1)</u>	03/19/2010		C	52,787	<u>(1)</u> <u>(1)</u>	Common Stock	52,787
	<u>(1)</u>	03/19/2010		C	475,080	<u>(1)</u> <u>(1)</u>		475,080

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Series C Preferred Stock								Common Stock	
Series D Preferred Stock	(1)	03/19/2010	C	54,145	(1)	(1)		Common Stock	54,145
Series D Preferred Stock	(1)	03/19/2010	C	487,305	(1)	(1)		Common Stock	487,305
Series E Preferred Stock	(1)	03/19/2010	C	11,771	(1)	(1)		Common Stock	11,771
Series E Preferred Stock	(1)	03/19/2010	C	105,924	(1)	(1)		Common Stock	105,924
Series F Preferred Stock	(1)	03/19/2010	C	1,198,503	(1)	(1)		Common Stock	1,198,503
Series F Preferred Stock	(1)	03/19/2010	C	31,959	(1)	(1)		Common Stock	31,959

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOUNDATION CAPITAL MANAGEMENT CO LLC 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		
FOUNDATION CAPITAL LP 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		
Foundation Capital Entrepreneurs Fund, LLC 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		

