

GROSSER ADAM  
Form 4  
March 19, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
ELMORE WILLIAM B

(Last) (First) (Middle)

C/O FOUNDATION CAPITAL, 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)

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 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 <sup>(4)</sup>
Common Stock	03/19/2010		C		1,198,503	A	Ⓣ	2,871,232	I	By Foundation Capital Leadership Fund, LP <sup>(4)</sup>
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 <sup>(4)</sup> By Foundation Capital Leadership Principals Fund, LLC <sup>(4)</sup>
Common Stock	03/19/2010	C	160,271	A	<u>1</u>	160,271	I	By Foundation Capital Entrepreneurs Fund, LLC <sup>(5)</sup>
Common Stock	03/19/2010	C	52,787	A	<u>1</u>	213,058	I	By Foundation Capital Entrepreneurs Fund, LLC <sup>(5)</sup>
Common Stock	03/19/2010	C	54,145	A	<u>1</u>	267,203	I	By Foundation Capital Entrepreneurs Fund, LLC <sup>(5)</sup>
Common Stock	03/19/2010	C	11,771	A	<u>1</u>	278,974	I	By Foundation Capital Entrepreneurs Fund, LLC <sup>(5)</sup>
Common Stock	03/19/2010	<u>J</u> <sup>(2)</sup>	716	A	<u>2</u>	279,690	I	By Foundation Capital Entrepreneurs Fund, LLC <sup>(5)</sup>
Common Stock	03/19/2010	C	1,442,447	A	<u>1</u>	1,442,447	I	By Foundation Capital, LP <sup>(5)</sup>
Common Stock	03/19/2010	C	475,080	A	<u>1</u>	1,917,527	I	By Foundation Capital, LP <sup>(5)</sup>
Common Stock	03/19/2010	C	487,305	A	<u>1</u>	2,404,832	I	By Foundation Capital, LP <sup>(5)</sup>
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 <sup>(3)</sup>	6,447	A	③	2,517,203	I	Capital, LP <sup>(5)</sup> By Foundation Capital, LP <sup>(5)</sup>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(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

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
ELMORE WILLIAM B C/O FOUNDATION CAPITAL 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		
SCHUH MICHAEL N C/O FOUNDATION CAPITAL 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		
GOULD KATHRYN C C/O FOUNDATION CAPITAL		X		

250 MIDDLEFIELD ROAD  
MENLO PARK, CA 94025

ANDERSON JAMES C  
C/O FOUNDATION CAPITAL  
250 MIDDLEFIELD ROAD  
MENLO PARK, CA 94025

X

GROSSER ADAM  
C/O FOUNDATION CAPITAL  
250 MIDDLEFIELD ROAD  
MENLO PARK, CA 94025

X

## Signatures

/s/ Gail M. Haney as  
Attorney-in-fact

03/19/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The convertible preferred stock converted on a one-for-one basis and had no expiration date.

(2) The reporting entity received 716 shares of Common Stock in connection with the conversion, on a one-for-one basis, of shares of Series E preferred stock.

(3) The reporting entity received 6,447 shares of Common Stock in connection with the conversion, on a one-for-one basis, of shares of Series E preferred stock.

(4) FC Leadership Management Co., LLC ("FCLM") serves as the sole Manager of Foundation Capital Leadership Fund, L.P. ("FCL") and Foundation Capital Leadership Principals Fund, LLC ("FCLP"). William Elmore, Kathryn Gould, Adam Grosser, Paul Koontz, and Mike Schuh are Managing Members of FCLM. FCLM exercises sole voting and investment power over the shares owned by FCL and FCLP. As Managing Members of FCLM, Ms. Gould and Mssrs. Elmore, Grosser, Koontz and Schuh may be deemed to share voting and investment power over the shares owned by FCL and FCLP. Each of the Managers of FCLM disclaim beneficial ownership of the reported securities, except to the extent of their pecuniary interest therein.

(5) Foundation Capital Management Co., LLC ("FC1M") serves as the sole Manager of Foundation Capital, L.P. ("FC1") and Foundation Capital Entrepreneurs Fund, LLC ("FC1E"). James Anderson, William Elmore, Kathryn Gould, and Paul Koontz are Managers of FC1M. FC1M exercises sole voting and investment power over the shares owned by FC1 and FC1E. As Managers of FC1M, Ms. Gould and Mssrs. Anderson, Elmore, and Koontz may be deemed to share voting and investment power over the shares owned by FC1 and FC1E. Each of the Managers of FC1M disclaim beneficial ownership of the reported securities, except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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