

KOONTZ PAUL G
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 *
KOONTZ PAUL G

(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 10% Owner
 Officer (give title below) Other (specify below)

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

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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

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
KOONTZ PAUL G C/O FOUNDATION CAPITAL 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025	X	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.

Paul G. Koontz is a Manager of FC Leadership Management Co., LLC ("FCLM") which serves as the sole Manager of Foundation Capital Leadership Fund, L.P. ("FCL") and Foundation Capital Leadership Principals Fund, LLC ("FCLP"). FCLM exercises sole voting and investment power over the shares owned by FCL and FCLP. As a Manager of FCLM, Mr. Koontz may be deemed to share voting and investment power over the shares owned by FCL and FCLP. Mr. Koontz disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein.

- (4) Paul G. Koontz is a Manager of Foundation Capital Management Co., LLC ("FC1M") which serves as the sole Manager of Foundation Capital, L.P. ("FC1") and Foundation Capital Entrepreneurs Fund, LLC ("FC1E"). FC1M exercises sole voting and investment power over the shares owned by FC1 and FC1E. As a Manager of FC1M, Mr. Koontz may be deemed to share voting and investment power over the shares owned by FC1 and FC1E. Mr. Koontz disclaims beneficial ownership of the reported securities, except to the extent of his 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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