

NEWHALL CHARLES W III
Form 4
March 23, 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
NEWHALL CHARLES W III

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1954 GREENSPRING
DRIVE, SUITE 600

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

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

(Street)

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

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

TIMONIUM, MD 21093

(City) (State) (Zip)

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		3,120,744	A	Ⓛ 4,068,257	I	See Note 2 (2)
Common Stock	03/19/2010		J(4)		6,635	A	Ⓛ 4,074,892	I	See Note 2 (2)
Common Stock	03/19/2010		C		33,333	A	Ⓛ 624,000	I	See Note 3 (3)
Common Stock	03/19/2010		C		49,093	A	Ⓛ 49,093	I	See Note 5 (5)

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.

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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	(1)	03/19/2010		C		33,333	(1)	(1)	Common Stock	33,333
Series B Preferred Stock	(1)	03/19/2010		C		1,157,964	(1)	(1)	Common Stock	1,157,964
Series B Preferred Stock	(1)	03/19/2010		C		40,069	(1)	(1)	Common Stock	40,069
Series C Preferred Stock	(1)	03/19/2010		C		395,899	(1)	(1)	Common Stock	395,899
Series D Preferred Stock	(1)	03/19/2010		C		532,426	(1)	(1)	Common Stock	532,426
Series D Preferred Stock	(1)	03/19/2010		C		9,024	(1)	(1)	Common Stock	9,024
Series E Preferred Stock	(1)	03/19/2010		C		109,026	(1)	(1)	Common Stock	109,026
Series F Preferred Stock	(1)	03/19/2010		C		925,429	(1)	(1)	Common Stock	925,429

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

NEWHALL CHARLES W III
1954 GREENSPRING DRIVE
SUITE 600
TIMONIUM, MD 21093

X

Signatures

/s/ Shawn Conway,
attorney-in-fact

03/23/2010

__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) Each share of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock automatically converted into the issuer's Common Stock on a one for one basis upon the closing of the issuer's initial public offering on March 19, 2010 and had no expiration date.

(2) The Reporting Person is a general partner of NEA Partners VII, Limited Partnership, the sole general partner of New Enterprise Associates VII, Limited Partnership ("New Enterprise Associates VII"), which is the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended (the "1934 Act"), or otherwise of the securities of the issuer held by New Enterprise Associates VII in which the Reporting Person has no pecuniary interest therein.

(3) The Reporting Person is a general partner of NEA Partners 9, Limited Partnership, the sole general partner of New Enterprise Associates 9, Limited Partnership ("NEA 9"), which is the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act or otherwise of the securities of the issuer held by NEA 9 in which the Reporting Person has no pecuniary interest therein.

(4) New Enterprise Associates VII received an additional 6,635 shares of the issuer's Common Stock in connection with the conversion, on a one for one basis, of shares of Series E Preferred Stock.

(5) The Reporting Person is a general partner of NEA General Partners, L.P., the sole general partner of NEA Presidents' Fund, L.P. ("NEA Presidents' Fund"), which is the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act or otherwise of the securities of the issuer held by NEA Presidents' Fund in which the Reporting Person has no 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.

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