

Financial Engines, Inc.  
Form 4  
March 23, 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 \*  
NEW ENTERPRISE ASSOCIATES  
VII LP

(Last) (First) (Middle)

1954 GREENSPRING  
DRIVE, SUITE 600

(Street)

TIMONIUM, MD 21093

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/19/2010		C		3,120,744	A	<u>(1)</u> 4,068,257
Common Stock	03/19/2010		J <sup>(3)</sup>		6,635	A	<u>(3)</u> 4,074,892

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B Preferred Stock	(1)	03/19/2010		C	1,157,964	(1)	(1)	Common Stock	1,157,964
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 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
NEW ENTERPRISE ASSOCIATES VII LP 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X		
NEA PARTNERS VII LP 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).

Each share of the Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F

(1) 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.

The shares are directly held by New Enterprise Associates VII, Limited Partnership ("New Enterprise Associates VII") and indirectly held by NEA Partners VII, Limited Partnership ("NEA Partners VII"), the sole general partner of New Enterprise Associates VII, and the individual general partners of NEA Partners VII (NEA Partners VII and the individual general partners together, the "Indirect Reporting

(2) Persons"). The individual general partners of NEA Partners VII are Peter Barris, C. Richard Kramlich, John Nehra, Charles W. Newhall, III and Mark W. Perry. Each Indirect 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 such Indirect Reporting Person has no pecuniary interest therein.

(3) 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.

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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