

Financial Engines, Inc.  
Form 4  
September 01, 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 \*  
NEHRA JOHN M

(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)  
08/30/2010

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)  
\_X\_ 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/30/2010		J <sup>(1)</sup>		1,266,044	D	\$ 0	2,808,848	I	See Note 2 <sup>(2)</sup>
Common Stock								624,000	I	See Note 3 <sup>(3)</sup>
Common Stock								49,093	I	See Note 4 <sup>(4)</sup>

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

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SEC 1474  
(9-02)

number.

**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEHRA JOHN M 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X		

## Signatures

/s/ Louis S. Citron,  
attorney-in-fact  
Date: 09/01/2010

\*\*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) New Enterprise Associates VII, Limited Partnership ("NEA VII") made a pro rata distribution for no consideration of an aggregate of 1,266,044 shares of common stock of the Issuer to its limited partners on August 30, 2010. As a result of such distribution, NEA VII now no longer owns 10% or more of the outstanding common stock of the Issuer and, accordingly, is no longer subject to reporting requirements under Section 16 of the Securities Exchange Act of 1934, as amended (the "1934 Act"), with respect to ownership of common stock of the Issuer.
- (2) This statement is being filed by the Reporting Person with respect to shares of the common stock of the Issuer held of record by NEA VII. The Reporting Person is a general partner of NEA Partners VII, Limited Partnership, the sole general partner of NEA VII. 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 VII in which the Reporting Person has no pecuniary interest.
- (3) The securities are directly held by New Enterprise Associates 9, Limited Partnership ("NEA 9"). The Reporting Person is a general partner of NEA Partners 9, Limited Partnership, the sole general partner of NEA 9. 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.

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- (4) The securities are directly held by NEA Presidents' Fund, L.P. ("NEA Presidents' Fund"). The Reporting Person is a general partner of NEA General Partners, L.P., the sole general partner of NEA Presidents' Fund. 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.

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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