ANDERSON JAMES C

Form 4

November 12, 2010

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

OMB 3235-0287

Check this box if no longer subject to

Number: January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

may continue. See Instruction

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

0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person
ANDERSON LAMES C

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

Financial Engines, Inc. [FNGN]

(Last)

(Middle)

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Check all applicable) Director

C/O FOUNDATION CAPITAL, 250

(First)

11/10/2010

(Month/Day/Year)

Officer (give title below)

_X__ 10% Owner __ Other (specify

MIDDLEFIELD ROAD

(Street)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

MENLO PARK, CA 94025

(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)	Code (Instr. 8)	(A) or			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)		
Common Stock	11/10/2010		Code V $J_{(3)}$	Amount 500,000	(D)	Price (3)	1,767,203	I	By Foundation Capital, LP (1)		
Common Stock	11/10/2010		J <u>(3)</u>	229,690	D	(3)	0	I	By Foundation Capital Entrepreneurs Fund, LLC (1)		
Common Stock	11/10/2010		J <u>(3)</u>	500,000	D	(3)	2,121,232	I	By Foundation Capital Leadership Fund, LP (2)		
Common	11/10/2010		J(3)	52,935	A	<u>(3)</u>	62,551	I	By James C.		

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Stock								Anderson LIving Trust UAD 01/14/1999 (4)
Common Stock	11/10/2010	J <u>(3)</u>	76,563	D	(3)	0	I	By Foundation Capital Leadership Principals Fund, LLC (2)
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					SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

number.

required to respond unless the form displays a currently valid OMB control

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.	ction	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting owner runner runners	Director	10% Owner	Officer	Other				
ANDERSON JAMES C C/O FOUNDATION CAPITAL 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025	X							
Signatures								
/s/ Gail M. Haney, Attorney-in-fact	1							
**Signature of Reporting Person		Date						

Reporting Owners 2

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).
 - 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.
- (1) 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.
 - 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.
 - In kind distribution. On 11/10/2010, Foundation Capital, LP distributed 500,000 shares of stock to its Partners through which Mr. Anderson received 7,807 shares indirectly. On 11/10/2010, Foundation Capital Entrepreneurs Fund, LLC distributed 229,690 shares of
- (3) stock to its Partners through which Mr. Anderson received 27,023 shares indirectly. On 11/10/2010, Foundation Capital Leadership Fund, LP distributed 500,000 shares of stock to its Partners through which Mr. Anderson received 1,836 shares indirectly. On 11/10/2010, Foundation Capital Leadership Principals Fund, LLC distributed 76,563 shares of stock to its Partners through which Mr. Anderson received 16,269 shares indirectly.
- (4) Shares held by James C. Anderson as trustee of the James C. Anderson Living Trust UAD 01/14/1999.

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.