

Financial Engines, Inc.
Form 4
November 12, 2010

FORM 4

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

OMB APPROVAL

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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 *
GOULD KATHRYN C

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2010

___ Director ___X_ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O FOUNDATION CAPITAL, 250 MIDDLEFIELD ROAD

(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

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)	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)
				(A) or (D) Price			
Common Stock	11/10/2010		J ⁽³⁾	500,000 D	1,767,203	I	By Foundation Capital, LP ⁽¹⁾
Common Stock	11/10/2010		J ⁽³⁾	229,690 D	0	I	By Foundation Capital Entrepreneurs Fund, LLC ⁽¹⁾
Common Stock	11/10/2010		J ⁽³⁾	500,000 D	2,121,232	I	By Foundation Capital Leadership Fund, LP ⁽²⁾
Common	11/10/2010		J ⁽³⁾	40,050 A	54,289	I	By

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

- (2) 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 Ms. Gould received 18,545 shares indirectly. On 11/10/2010, Foundation Capital Entrepreneurs Fund, LLC distributed 229,690 shares of stock to its

- (3) Partners through which Ms. Gould received 7,948 shares indirectly. On 11/10/2010, Foundation Capital Leadership Fund, LP distributed 500,000 shares of stock to its Partners through which Ms. Gould received 11,643 shares indirectly. On 11/10/2010, Foundation Capital Leadership Principals Fund, LLC distributed 76,563 shares of stock to its Partners through which Ms. Gould received 1,914 shares indirectly.

- (4) Shares held by Kathryn C. Gould as Trustee of Ridgewalker Trust.

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.