

Financial Engines, Inc.
Form 8-K
November 06, 2014

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): November 6, 2014

Financial Engines, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1050 Enterprise Way, 3rd Floor, Sunnyvale, CA

001-34636
(Commission

File Number)

94-3250323
(I.R.S. Employer

Identification No.)

94089

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (408) 498-6000

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition.

The information in this Current Report under Item 2.02 and Exhibit 99.1 attached hereto are being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act), or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. On November 6, 2014, Financial Engines, Inc. (Financial Engines or the Company) issued a press release regarding Financial Engines financial results for its third fiscal quarter ended September 30, 2014. The full text of Financial Engines press release is furnished herewith as Exhibit 99.1.

Item 8.01 Other Events.

On November 6, 2014, the Company announced that its Board of Directors has approved a stock repurchase program of up to \$50 million of its common stock over the next twelve months. Any share repurchases may be made through open market and privately negotiated transactions, at times and in such amounts as management deems appropriate, and may or may not be made pursuant to one or more Rule 10b5-1 trading plans adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934. Under a Rule 10b5-1 trading plan, the Company may repurchase its shares regardless of any subsequent possession of material nonpublic information. The timing and amount of stock repurchased will depend on a variety of factors including stock price, market conditions, corporate and regulatory requirements (including applicable securities laws and regulations and the rules of The NASDAQ Stock Market), any additional constraints related to material inside information the Company may possess, and capital availability. The Company has no commitment to make any repurchases. The repurchase program may be modified, extended or terminated by the Board of Directors at any time and there is no guarantee as to the exact number of shares, if any, that will be repurchased under the program. The repurchase is expected be funded by available working capital.

Forward Looking Statements

This Form 8-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including statements regarding the Company's stock repurchase program. These forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially, including, but not limited to, economic downturns and market fluctuations, which in turn may negatively impact our operating results and financial condition, and, as a result, any repurchase of our shares, an unforeseen need for capital that may require us to divert funds we may have otherwise used for the share repurchase program, and our ability to administer the repurchase of our common stock. More information regarding these and other risks, uncertainties and factors is contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, filed with the Securities and Exchange Commission (the SEC), and in other reports filed by the Company with the SEC from time to time. Statements included in this report are based upon information known to the Company as of the date of this report, and the Company assumes no obligation to update these forward-looking statements.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated November 6, 2014

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Financial Engines, Inc.

November 6, 2014

By: /s/ Raymond J. Sims

Name: Raymond J. Sims

Title: Executive Vice President, Chief Financial Officer and Chief Risk Officer

Exhibit Index

Exhibit No.	Description
99.1	Press Release dated November 6, 2014