

Financial Engines, Inc.  
Form S-8  
February 19, 2016

As filed with the Securities and Exchange Commission on February 19, 2016

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*Under*  
***THE SECURITIES ACT OF 1933***

**FINANCIAL ENGINES, INC.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**  
**1050 Enterprise Way, 3<sup>rd</sup> Floor**  
**Sunnyvale, CA**

**94-3250323**  
**(I.R.S. Employer**  
**Identification No.)**  
**94089**

(Address of principal executive offices)

(Zip Code)

**Non-Plan Inducement Grants**

(Full title of the plans)

*Copy to:*

**Lawrence M. Raffone**

**Davina K. Kaile, Esq.**

**Chief Executive Officer**

**Pillsbury Winthrop Shaw Pittman LLP**

**Financial Engines, Inc.**

**2550 Hanover Street**

**1050 Enterprise Way, 3<sup>rd</sup> Floor**

**Palo Alto, CA 94304**

**Sunnyvale, CA 94089**

**(650) 233-4500**

**(408) 498-6000**

(Name, address and telephone number of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and small reporting company in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities</b>	<b>To Be Registered<sup>(1)</sup></b>	<b>Registered<sup>(2)</sup></b>	<b>Per Share<sup>(3)</sup></b>	<b>Proposed</b>	<b>Proposed</b>
				<b>Maximum</b>	<b>Maximum</b>
				<b>Offering Price</b>	<b>Aggregate</b>
				<b>Offering Price</b>	<b>Registration Fee</b>
Common Stock, par value \$0.0001 per share:	414,000		\$24.83	\$10,279,620	\$1,035.16

- (1) The securities to be registered include options and rights to acquire Common Stock.
- (2) Pursuant to Rule 416, this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend, recapitalization or any other similar transaction effected without receipt of consideration, which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (3) Estimated pursuant to Rules 457(h) and 457(c) under the Securities Act of 1933, as amended (the Securities Act), solely for the purposes of calculating the registration fee, based on the average of the high and low prices of the Common Stock as reported on the Nasdaq National Market on February 12, 2016.

**The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act.**

## EXPLANATORY NOTE

Financial Engines, Inc. (the Registrant ) is filing this Registration Statement on Form S-8 with the Securities and Exchange Commission (the Commission ) to register: 414,000 aggregate shares of the Registrant's common stock which may be issued upon the exercise of stock options or restricted stock units issued as inducement grants to one of the Registrant's employees.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 (plan information and registrant information) will be sent or given to eligible participants as specified by Rule 428(b)(1) of the Securities Act. Consistent with the instructions of Part I of Form S-8, such documents will not be filed with the Securities and Exchange Commission (the Commission ) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus within the meaning of Section 10(a) of the Securities Act.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### **Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Registrant with the Securities and Exchange Commission are hereby incorporated by reference in this Registration Statement:

(a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2015 (File No. 001-34636), which contains audited financial statements for the Registrant's latest fiscal year for which such statements have been filed.

(b) The description of Registrant's Capital Stock contained in the Registrant's registration statement on Form 8-A, filed on February 22, 2010 pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (excluding any portions thereof furnished by the Registrant, including but not limited to information furnished under Item 2.02 and Item 7.01 and any exhibits relating to Item 2.02 or Item 7.01 furnished under Item 9.01 of Form 8-K and any certification required by 18 U.S.C. § 1350), on or after the date of this Registration Statement prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents.

##### **Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

The validity of the shares of common stock offered hereby has been passed upon for the Registrant by Pillsbury Winthrop Shaw Pittman LLP, Palo Alto, California.

**Item 6. Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation Law authorizes a court to award or a corporation's board of directors to grant indemnification to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act of 1933. Article VIII of the Registrant's Restated Certificate of Incorporation (Exhibit 3.(i).2 to the Registrant's Registration Statement on Form S-1 (File No. 333-163581) (the Form S-1 Registration Statement)) and Article 6 of the Registrant's Amended and Restated Bylaws (Exhibit 3.(ii).2 to the Form S-1 Registration Statement) provide for indemnification of the Registrant's directors, officers, employees and other agents to the extent and under the circumstances permitted by the Delaware General Corporation Law.

The Registrant has entered into Indemnification Agreements (Exhibit 10.4 to the Form S-1 Registration Statement) with its officers and directors that will require the Registrant to, among other things, indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers to the fullest extent not prohibited by law.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

See Exhibit Index.

**Item 9. Undertakings.**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in this Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*provided, however,* that the undertakings set forth in paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
  
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Sunnyvale, State of California, on the 19<sup>th</sup> day of February, 2016.

FINANCIAL ENGINES, INC.

By /s/ Anne Tuttle Cappel  
Anne Tuttle Cappel  
Executive Vice President, General Counsel  
and Secretary



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**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Lawrence M. Raffone, Raymond J. Sims and Anne Tuttle Cappel and each of them, such person's true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any and all amendments, to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Name	Title	Date
/s/ Lawrence M. Raffone Lawrence M. Raffone	President and Chief Executive Officer (Principal Executive Officer) and Director	February 19, 2016
/s/ Raymond J. Sims Raymond J. Sims	Executive Vice President, Chief Financial Officer and Chief Risk Officer (Principal Financial Officer)	February 19, 2016
/s/ Jeffrey C. Grace Jeffrey C. Grace	Vice President, Finance and Controller (Principal Accounting Officer)	February 19, 2016
/s/ Blake R. Grossman Blake R. Grossman	Chairman of the Board	February 19, 2016
/s/ E. Olena Berg-Lacy E. Olena Berg-Lacy	Director	February 19, 2016
/s/ Heidi K. Fields Heidi K. Fields	Director	February 19, 2016
/s/ Paul G. Koontz Paul G. Koontz	Director	February 19, 2016
/s/ Joseph A. Grundfest Joseph A. Grundfest	Director	February 19, 2016

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/s/ Robert A. Huret	Director	February 19, 2016
Robert A. Huret		
/s/ Michael E. Martin	Director	February 19, 2016
Michael E. Martin		
/s/ John B. Shoven	Director	February 19, 2016
John B. Shoven		
/s/ David B. Yoffie	Director	February 19, 2016
David B. Yoffie		

**INDEX TO EXHIBITS**

Exhibit

No.	Description
5.1	Opinion of Pillsbury Winthrop Shaw Pittman LLP
23.1	Consent of KPMG LLP, independent registered public accounting firm.
23.2	Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1).
24.1	Power of Attorney (see page 4).
99.1	Stock Option Inducement Grant Notice and Agreement with John Bunch
99.2	RSU Inducement Grant Notice and Agreement with John Bunch