

Financial Engines, Inc.
Form S-8 POS
March 24, 2016

As filed with the Securities and Exchange Commission on March 24, 2016

Registration No. 333-209615

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

POST-EFFECTIVE AMENDMENT NO. 1

TO

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

94-3250323
(I.R.S. Employer

incorporation or organization)

Identification No.)

1050 Enterprise Way, 3rd Floor

Sunnyvale, CA

94089

(Address of principal executive offices)

(Zip Code)

Non-Plan Inducement Grants

(Full title of the plans)

Copy to:

**Lawrence M. Raffone
Chief Executive Officer
Financial Engines, Inc.
1050 Enterprise Way, 3rd Floor
Sunnyvale, CA 94089
(408) 498-6000**

**Davina K. Kaile, Esq.
Pillsbury Winthrop Shaw Pittman LLP
2550 Hanover Street
Palo Alto, CA 94304
(650) 233-4500**

(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

EXPLANATORY NOTE

Financial Engines, Inc. (the Registrant) is filing this Post-Effective Amendment No. 1 (Amendment No.1) to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission on February 19, 2016, File No. 333-209615 (the 2016 Form S-8) to deregister certain shares of the Registrant s common stock, par value \$0.0001 per share (the Common Stock) originally registered by the Registrant under the 2016 Form S-8 pursuant to the Non-Plan Inducement Grants (the Inducement Grants). A total of 414,000 shares of Common Stock were initially registered under the 2016 Form S-8 for issuance upon the exercise of stock options or the vesting of restricted stock units to be granted as Inducement Grants.

On February 26, 2016, the Registrant granted one of its employees inducement grants in the form of restricted stock units pursuant to which 61,001 shares of Common Stock may be issued at settlement and stock options pursuant to which 176,264 shares of Common Stock may be issued upon exercise. Pursuant to this Amendment No.1, the Registrant hereby deregisters the remaining 176,735 shares of Common Stock originally subject to the 2016 Form S-8.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Sunnyvale, State of California, on the 24th day of March, 2016.

FINANCIAL ENGINES, INC.

By /s/ Raymond J. Sims
Raymond J. Sims
Executive Vice President, Chief Financial
Officer and Chief Risk Officer (Principal
Financial Officer)

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Name	Title	Date
*		
Lawrence M. Raffone	President and Chief Executive Officer (Principal Executive Officer) and Director	March 24, 2016
*		
Raymond J. Sims	Executive Vice President, Chief Financial Officer and Chief Risk Officer (Principal Financial Officer)	March 24, 2016
*		
Jeffrey C. Grace	Vice President, Finance and Controller (Principal Accounting Officer)	March 24, 2016
*		
Blake R. Grossman	Chairman of the Board	March 24, 2016
*		
E. Olena Berg-Lacy	Director	March 24, 2016
*		
Heidi K. Fields	Director	March 24, 2016
*		
Paul G. Koontz	Director	March 24, 2016
*		
Joseph A. Grundfest	Director	March 24, 2016
*		
Robert A. Huret	Director	March 24, 2016
*		
Michael E. Martin	Director	March 24, 2016
*		
John B. Shoven	Director	March 24, 2016
*		
David B. Yoffie	Director	March 24, 2016

*By: /s/ Raymond J. Sims
Raymond J. Sims
Attorney-in-fact

INDEX TO EXHIBITS

Exhibit

No.	Description
99.1	Stock Option Inducement Grant Notice and Agreement with John Bunch
99.2	RSU Inducement Grant Notice and Agreement with John Bunch