

Financial Engines, Inc.  
Form S-8  
February 27, 2017

As filed with the Securities and Exchange Commission on February 27, 2017

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**

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

**Sunnyvale, CA**  
**(Address of principal executive offices)** **(Zip Code)**  
**Financial Engines, Inc. Amended and Restated 2009 Stock Incentive Plan**  
**(Full title of the plans)**

*Copy to:*

**Lawrence M. Raffone**  
**Chief Executive Officer**  
**Financial Engines, Inc.**  
**1050 Enterprise Way, 3<sup>rd</sup> 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

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities</b>	<b>Amount To Be Registered<sup>(1)</sup></b>	<b>Proposed Maximum Offering Price Per Share<sup>(3)</sup></b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$0.0001 per share:	9,500,000	\$40.03	\$380,285,000.00	\$44,076.00

(1) The securities to be registered include options and rights to acquire Common Stock.

(2) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), 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, 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 22, 2017.

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

INFORMATION REQUIRED PURSUANT  
TO GENERAL INSTRUCTION E TO FORM S-8

**General Instruction E Information**

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which registration statements of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

The Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission (the Commission) on May 13, 2010 (File No. 333-166790), February 22, 2012 (File No. 333-179609), February 22, 2013 (File No. 333-186790), and February 20, 2015 (File No. 333-202212), excluding reports that the Registrant filed with the Commission that were incorporated into those Form S-8 Registration Statements in order to maintain current information about the Registrant, are hereby incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

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

The following documents filed by the Registrant with the 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, 2016 (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 Registrant's Current Report on Form 8-K dated January 17, 2017 (excluding information furnished by the Registrant under Item 7.01 therein).
- (c) 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.

Any statement contained in this Registration Statement or in a document incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any subsequently filed document that is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement.

**Item 8. 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	Financial Engines, Inc. Amended and Restated 2009 Stock Incentive Plan (incorporated by reference from Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, filed on November 3, 2016.)

**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 the 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 the effective Registration Statement; and

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

*provided, however*, that clauses (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 clauses 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 that remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any 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 into the Registration Statement 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.

(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 27th day of February, 2017.

FINANCIAL ENGINES, INC.

By /s/ Lewis E. Antone, Jr.  
Lewis E. Antone, Jr.  
Executive Vice President, General Counsel  
and Secretary



---

**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 Lewis E. Antone, Jr. 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 27, 2017
/s/ Raymond J. Sims Raymond J. Sims	Executive Vice President, Chief Financial Officer (Principal Financial Officer)	February 27, 2017
/s/ Jeffrey C. Grace Jeffrey C. Grace	Vice President and Controller (Principal Accounting Officer)	February 27, 2017
/s/ Blake R. Grossman Blake R. Grossman	Chairman	February 27, 2017
/s/ E. Olena Berg-Lacy E. Olena Berg-Lacy	Director	February 27, 2017
/s/ Heidi Kunz Heidi Kunz	Director	February 27, 2017
/s/ Joseph A. Grundfest Joseph A. Grundfest	Director	February 27, 2017
/s/ Robert A. Huret Robert A. Huret	Director	February 27, 2017

Edgar Filing: Financial Engines, Inc. - Form S-8

/s/ Michael E. Martin	Director	February 27, 2017
Michael E. Martin		
/s/ John B. Shoven	Director	February 27, 2017
John B. Shoven		
/s/ David B. Yoffie	Director	February 27, 2017
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	Financial Engines, Inc. Amended and Restated 2009 Stock Incentive Plan (incorporated by reference from Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, filed on November 3, 2016).