

Financial Engines, Inc.  
Form 3  
May 06, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Costello Mark Peter		(Month/Day/Year)	Financial Engines, Inc. [FNGN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1050 ENTERPRISE WAY,Â 3RD FLOOR		05/01/2014	(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
SUNNYVALE,Â CAÂ 94089			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			EVP, Service Delivery	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of Shares			

(Instr. 5)

Employee Stock Option NQ (Right to buy)	Â (1)	11/09/2019	Common Stock	1,688	\$ 7.99	D	Â
Employee Stock Option NQ (Right to buy)	Â (1)	12/16/2019	Common Stock	834	\$ 8.75	D	Â
Employee Stock Option NQ (Right to buy)	Â (2)	11/18/2021	Common Stock	5,457	\$ 21.39	D	Â
Employee Stock Option NQ (Right to buy)	Â (3)	11/16/2022	Common Stock	10,660	\$ 26.22	D	Â
Employee Stock Option NQ (Right to buy)	Â (4)	05/22/2023	Common Stock	10,925	\$ 42.8	D	Â
Employee Stock Option NQ (Right to buy)	Â (5)	11/22/2023	Common Stock	4,575	\$ 66.6	D	Â
Restricted Stock Units (6)	Â (7)	Â (8)	Common Stock	2,286	\$ 0	D	Â
Restricted Stock Units (6)	Â (9)	Â (8)	Common Stock	3,210	\$ 0	D	Â
Restricted Stock Units (6)	Â (10)	Â (8)	Common Stock	4,675	\$ 0	D	Â
Restricted Stock Units (6)	Â (11)	Â (8)	Common Stock	1,675	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Costello Mark Peter 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089	Â	Â	Â EVP, Service Delivery	Â

## Signatures

Jeffrey C. Grace Attorney-in-fact For: Mark Peter Costello 05/06/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) Fully vested options.

(2) The option award vests as to 2,425 shares on 11/18/12, and the remaining shares vest monthly thereafter from 12/18/12 to 11/18/15.

(3) The option award vests as to 2,665 shares on 11/16/13, and the remaining shares vest monthly thereafter from 12/16/13 to 11/16/16.

(4) The option award vests 100% on 12/31/2015.

## Edgar Filing: Financial Engines, Inc. - Form 3

- (5) The option award vests as to 1,143 shares on 11/22/14, and the remaining shares vest monthly thereafter from 12/22/14 to 11/22/17.
- (6) Each restricted stock unit represents a contingent right to receive one share of Financial Engines, Inc. common stock.
- (7) The restricted stock units vest in four annual installments beginning 11/18/2012.
- (8) No expiration date.
- (9) The restricted stock units vest in four annual installments beginning 11/16/2013.
- (10) The restricted stock units vest one time on 12/31/2015.
- (11) The restricted stock units vest in four annual installments beginning 11/22/2014.

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.