

Financial Engines, Inc.
 Form 4
 February 03, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
WARBURG PINCUS LLC

 (Last) (First) (Middle)
450 LEXINGTON AVENUE

 (Street)
NEW YORK, NY 10017

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Financial Engines, Inc. [FNGN]

 3. Date of Earliest Transaction
 (Month/Day/Year)
02/01/2016

 4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)
 ___ Director ___X_ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

 6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X_ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.0001 per share (?Common Stock?)	02/01/2016		J(1)(2)(3)	V Amount (A) or (D) Price	8,218,256 (1)(2)(3)	I (1)(2)(3) (4)(5)(6)	See footnote (1)(2)(3) (4)(5)(6)

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		

Signatures

WARBURG PINCUS LLC, By: /s/ Robert B. Knauss, Managing Director 02/01/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
- This Form 4 is being jointly filed pursuant to Rule 16a-1(a)(3) and Rule 16a-3(k) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") in connection with the consummation of certain transactions contemplated by that certain Agreement and Plan of Mergers, dated as of November 5, 2015 (as it may be amended from time to time, the "Merger Agreement"), by and among
- (1) Financial Engines, Inc., a Delaware corporation (the "Issuer"), Mayberry Acquisition Sub I, LLC, a Delaware limited liability company, Mayberry Acquisition Sub, Inc., a Delaware corporation, Mayberry Acquisition Sub II, LLC, a Delaware limited liability company, Kansas City 727 Acquisition LLC, a Delaware limited liability company, Kansas City 727 Acquisition Corporation, a Delaware corporation ("KC Blocker"), TMFS Holdings, Inc., a Nevada corporation ("Management Blocker"), [footnote cont'd]
 - (2) [continued] and, solely in its capacity as Seller's Representative, WP Fury Holdings, LLC, a Delaware limited liability company, and by that certain Put/Call Letter Agreement, dated as of November 5, 2015 (the "Put/Call Agreement") by and among Management Blocker, WP X Finance, L.P., a Delaware limited partnership ("WP X Finance") and Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X Partners" and together with WP X Finance, the "WP Parties").
 - (3) Pursuant to the Merger Agreement, upon the consummation of the transactions contemplated thereby on February 1, 2016, the WP Parties received an aggregate of 7,580,706 shares of Common Stock upon conversion of 534.14 shares of KC Blocker, where each share of KC Blocker stock was converted into the right to receive 11,827.3178 shares of Common Stock, and in satisfaction of the obligations of KC Blocker under certain promissory notes issued by KC Blocker to the WP Parties with an aggregate face value and due but unpaid interest as of February 1, 2016 in the amount of \$70,022,508.50. In addition, pursuant to the Put/Call Agreement, upon the consummation of the transactions contemplated thereby on February 1, 2016, the WP Parties purchased from Management Blocker

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637,550 shares of Common Stock at a price of \$31.37 per share.

- (4) The stockholders of the Issuer are WP X Partners and Warburg Pincus Private Equity X, L.P., a Delaware limited partnership ("WP X", and together with WP X Partners, the "WP X Funds"), which indirectly holds shares of Common Stock through its wholly owned subsidiary, WP X Finance. WP X is the general partner of WPX GP, L.P., a Delaware limited partnership, which is the managing general partner of WP X Finance. Warburg Pincus X, L.P., a Delaware limited partnership ("WP X LP"), is the general partner of WP X and WP X Partners. Warburg Pincus X GP L.P., a Delaware limited partnership ("WP X GP"), is the general partner of WP X LP. WPP GP LLC, a Delaware limited liability company ("WPP GP"), is the general partner of WP X GP. [footnote cont'd]

- [continued] Warburg Pincus Partners, L.P., a Delaware limited partnership ("WP Partners"), is the managing member of WPP GP. Warburg Pincus Partners GP LLC, a Delaware limited liability company ("WPP GP LLC") is the general partner of WP Partners. Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WPP GP LLC. Warburg Pincus LLC, a New York limited liability company ("WP LLC"), is the manager of the WP X Funds. Charles R. Kaye and Joseph P. Landy (Messrs. Kaye and Landy, together with the WP X Funds, WP X LP, WP X GP, WPP GP, WP Partners, WPP GP LLC, WP, and WP LLC, the "WP Entities") are Managing General Partners of WP and Managing Members and Co-Chief Executive Officers of WP LLC and may be deemed to be the beneficial owners of the shares of Common Stock held by the WP X Funds. [footnote cont'd]

- (6) [continued] Each WP Entity disclaims beneficial ownership with respect to any shares of Common Stock, except to the extent of its pecuniary interest in such shares of Common Stock and this report shall not be deemed an admission that for purposes of Section 16 of the Exchange Act or otherwise any of the WP Entities is the beneficial owner of the Common Stock.

Remarks:

Due to the limitations on the number of Reporting Persons allowed on each Form 4, the WP X Funds, WP X LP, WP X GP, W

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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