

Financial Engines, Inc.  
Form 4  
February 03, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
Martin Michael E.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O WARBURG PINCUS LLC, 450 LEXINGTON AVE

02/01/2016

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

NEW YORK, NY 10017

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock, par value \$0.0001 per share ( |                                      |  |                                |   | 8,218,256   | I  | see footnotes (1) (2) (3)         |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option NQ (Right to Buy)    | \$ 27.01   | 02/01/2016                           | 02/01/2016   | A                              | 25,000  | <sup>(4)</sup> 02/01/2026                                | Common Stock 25,000   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Martin Michael E.<br>C/O WARBURG PINCUS LLC<br>450 LEXINGTON AVE<br>NEW YORK, NY 10017 |               | X         |         |       |

## Signatures

/s/ Jeffrey C. Grace, Attorney-in-Fact For: Michael Martin 02/03/2016

\_\_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).

- (1) The stockholders of the Issuer are Warburg Pincus X Partners, L.P., a Delaware limited Partnership ("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, L.P, a Delaware limited partnership ("WP x Finance"). WP X is the general partner of WP X 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. Warburg Pincus Partners, L.P., a Delaware limited partnership ("WP Partners"), is the managing member of WPP GP. [footnote cont'd]
- (2) [continuation] 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 and, 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

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and may be deemed to be the beneficial owners of the shares of Common Stock held by the WP X Funds. Michael E. Martin, a director of the Issuer, is a Partner of WP and a Member and Managing Director of WP LLC. All shares of Common Stock indicated as owned by Mr. Martin are included because of his affiliation with the WP Entities. [footnote cont'd]

- [continuation] Mr. Martin disclaims beneficial ownership of all shares held by the WP Entities, and this report shall not be deemed an admission that for purposes of Section 16 of the Exchange Act or otherwise, that Mr. Martin or any of the WP Entities is the beneficial owner of the Common Stock.
- (3) admission that for purposes of Section 16 of the Exchange Act or otherwise, that Mr. Martin or any of the WP Entities is the beneficial owner of the Common Stock.
- (4) The option award vests as to 6,250 shares on 2/1/17, and the remaining shares vest monthly thereafter from 3/1/17 to 2/1/2020.

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.