

Financial Engines, Inc.
Form 4
March 10, 2017

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 *
Warburg Pincus Private Equity X,
L.P.

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC, 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)
03/10/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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)
			Code	V Amount (A) or (D) Price			
Common Stock, par value \$0.0001 per share (?Common Stock?)	03/10/2017		S	4,109,128 D \$ 43.85	4,109,128	D ^{(1) (2)} ₍₃₎	

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

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number.

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 Beneficially Owned (Instr. 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 Private Equity X, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X			
Warburg Pincus X Partners, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X			
Warburg Pincus X, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X			
Warburg Pincus X GP L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X			
WPP GP LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X			
Warburg Pincus Partners, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE	X			

NEW YORK, NY 10017

Warburg Pincus Partners GP LLC
C/O WARBURG PINCUS LLC X
450 LEXINGTON AVENUE
NEW YORK, NY 10017

WARBURG PINCUS & CO.
C/O WARBURG PINCUS LLC X
450 LEXINGTON AVENUE
NEW YORK, NY 10017

KAYE CHARLES R
C/O WARBURG PINCUS LLC See footnotes (1)(2)(3)
450 LEXINGTON AVENUE
NEW YORK, NY 10017

Landy Joseph P.
C/O WARBURG PINCUS LLC See footnotes (1)(2)(3)
450 LEXINGTON AVENUE
NEW YORK, NY 10017

Signatures

See Exhibit 99.1 03/10/2017

 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 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 the WP X Funds. 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 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 and may be deemed to be the beneficial owners of the shares of Common Stock held by the WP X Funds. [footnote cont'd]

(3) [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 Securities Exchange Act of 1934, as amended, or otherwise any of the WP Entities is the beneficial owner of the Common Stock.

Remarks:

Solely for the purposes of Section 16 of the Exchange Act, each of the WP X Funds, WP X LP, WP X GP, WPP GP, WP Part

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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