SHOVEN JOHN B Form 4 July 23, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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obligations

may continue.

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

See Instruction 30(h) of the Investment Con

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SHOVEN JOHN B			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Financial Engines, Inc. [FNGN]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	, 11			
			(Month/Day/Year)	X Director 10% Owner			
1050 ENTERP	RISE WAY	, 3RD	07/19/2018	Officer (give title Other (specify below)			
FLOOR				below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				X Form filed by One Reporting Person			
SUNNYVALE, CA 94089				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owne			

(- 3)	(******)	1 able	: 1 - Non-D	erivative S	ecurit	ies Acq	juirea, Disposea (or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	Code (D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			α . α	A	or	ъ.	(Instr. 3 and 4)		
_			Code V	Amount	(D)	Price			
Common Stock	07/19/2018		D	26,290	D	\$ 45 (1)	0	D	

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

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SEC 1474

(9-02)

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

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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. Transactio Code (Instr. 8)	5. Number of or 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. I De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (2)	07/19/2018		D	1,224	(3)	(3)	Common Stock	1,224	
Restricted Stock Units	\$ 0 (2)	07/19/2018		D	2,517	(3)	(3)	Common Stock	2,517	
Restricted Stock Units	\$ 0 (2)	07/19/2018		D	2,567	(3)	(3)	Common Stock	2,567	
Restricted Stock Units	\$ 0 (2)	07/19/2018		D	4,482	(3)	(3)	Common Stock	4,482	
Employee Stock Options (Right to buy)	\$ 27.17	07/19/2018		D	10,000	<u>(4)</u>	<u>(4)</u>	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
SHOVEN JOHN B 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089	X						

Signatures

/s/ Robert Mills, Attorney-in-Fact For: John B. 07/23/2018 Shoven

> **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).

Reporting Owners 2

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- This Form 4 reports securities disposed of pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement"), dated as of April 29, 2018, by and among Financial Engines, Inc. (the "Company"), Edelman Financial, L.P., (the "Parent"), and Flashdance Merger Sub, Inc. ("Merger Sub"), a copy of which is filed as Exhibit 2.1 to the Company's Form 8-K filed with the SEC on May 2,
- (1) Merger Sub, inc. (Merger Sub), a copy of which is fired as Exhibit 2.1 to the Company's Form 6-K fired with the SEC on May 2, 2018, pursuant to which the Company became a wholly-owned subsidiary of Parent (the "Merger") on July 19, 2018 (the "Effective Time"). At the Effective Time, each issued and outstanding share of common stock of the Company was cancelled and converted into the right to receive \$45.00 in cash, (the "Merger Consideration") without interest and subject to applicable withholding taxes.
- (2) Each restricted stock unit represents a contingent right to receive one share of Financial Engines, Inc. common stock.
- At the Effective Time, each outstanding restricted stock unit award became fully vested and was cancelled and converted into the right to receive the Merger Consideration in respect of each vested share of common stock of the Company subject to such award, in each case subject to withholding taxes if applicable.
 - At the Effective Time, each outstanding option to acquire shares of common stock of the Company became fully vested (to the extent unvested) and was cancelled and converted into the right to receive the product of (1) the excess, if any, of the Merger Consideration
- (4) over the applicable exercise price of such option, multiplied by (2) the total number of shares of common stock of the Company subject to such option, subject to applicable withholding taxes. Any options that had an exercise price per share that was equal to or greater than the Merger Consideration were cancelled for no consideration.

Remarks:

This Form 4 reports securities disposed of pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement April 29, 2018, by and among Financial Engines, Inc. (the "Company"), Edelman Financial, L.P., (the "Parent"), and Flashdam ("Merger Sub"), a copy of which is filed as Exhibit 2.1 to the Company's Form 8-K filed with the SEC on May 2, 2018, pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement and Plan of Merger (the "Merger Agreement April 29, 2018, by and among Financial Engines, Inc. (the "Company"), Edelman Financial, L.P., (the "Parent"), and Flashdam ("Merger Sub"), a copy of which is filed as Exhibit 2.1 to the Company's Form 8-K filed with the SEC on May 2, 2018, pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement April 29, 2018).

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.