

O'Donnell Kelly
 Form 4
 July 23, 2018

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

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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 *
 O'Donnell Kelly

(Last) (First) (Middle)
 1050 ENTERPRISE WAY, 3RD FLOOR
 (Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 07/19/2018

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)
 EVP, CAO & CRO

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	07/19/2018		D	29,284 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. 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. Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽²⁾	07/19/2018		D	3,341	⁽³⁾ / ⁽³⁾	Common Stock	3,341
Restricted Stock Units	\$ 0 ⁽²⁾	07/19/2018		D	13,218	⁽³⁾ / ⁽³⁾	Common Stock	13,218
Restricted Stock Units	\$ 0 ⁽²⁾	07/19/2018		D	12,699	⁽³⁾ / ⁽³⁾	Common Stock	12,699
Restricted Stock Units	\$ 0 ⁽²⁾	07/19/2018		D	19,855	⁽³⁾ / ⁽³⁾	Common Stock	19,855
Employee Stock Option (Right to Buy)	\$ 33.85	07/19/2018		D	16,304	⁽⁴⁾ / ⁽⁴⁾	Common Stock	16,304
Employee Stock Option (Right to Buy)	\$ 40.7	07/19/2018		D	1,260	⁽⁴⁾ / ⁽⁴⁾	Common Stock	1,260
Employee Stock Option (Right to Buy)	\$ 55.96	07/19/2018		D	16,950	⁽⁴⁾ / ⁽⁴⁾	Common Stock	16,950
Employee Stock Option (Right to Buy)	\$ 31.43	07/19/2018		D	66,780	⁽⁴⁾ / ⁽⁴⁾	Common Stock	66,780
Employee Stock Option (Right to Buy)	\$ 26.43	07/19/2018		D	62,641	⁽⁴⁾ / ⁽⁴⁾	Common Stock	62,641

Buy)

Employee
Stock

Option (Right to Buy)	\$ 44.3	07/19/2018	D	45,158	(4)	(4)	Common Stock	45,158
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Employee
Stock

Option (Right to Buy)	\$ 34.4	07/19/2018	D	56,174	(4)	(4)	Common Stock	56,174
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Donnell Kelly 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089			EVP, CAO & CRO	

Signatures

/s/ Robert Mills, Attorney-in-Fact for Kelly
O'Donnell

07/23/2018

__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) 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, 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.
- (3) 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.
- (4) 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 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") dated 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, 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.

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("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

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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