

Financial Engines, Inc.  
Form 8-K  
December 30, 2010

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

December 28, 2010

Financial Engines, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-34636

94-3250323

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

1804 Embarcadero Road, Palo Alto, California

94303

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(650) 565-4900

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 3.02 Unregistered Sales of Equity Securities.**

During the period December 7, 2010 through December 28, 2010, we issued 433,489 shares of common stock upon the exercise of options to purchase our common stock granted under our 1998 Stock Option Plan, which, on December 28, 2010, slightly exceeded 1% of the number of shares of common stock outstanding as of such date. The shares of common stock issued pursuant to these stock options were unregistered securities granted under our 1998 Stock Option Plan as permitted by Rule 701 of the Securities Act of 1933. The aggregate purchase price of the shares was \$2.2 million for which the Company accepts only cash payment. All recipients either received adequate information about us or had access, through employment or other relationships, to such information. There were no underwriters employed in connection with these transactions.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

*December 30, 2010*

Financial Engines, Inc.

By: */s/ Raymond J. Sims*

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*Name: Raymond J. Sims*

*Title: Executive Vice President and Chief Financial Officer*