

Financial Engines, Inc.  
Form SC 13G/A  
February 24, 2011

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

SCHEDULE 13G  
(Amendment No. 1)\*

Under the Securities Exchange Act of 1934

Financial Engines, Inc.  
(Name of Issuer)

Common Stock, \$0.0001 par value per share  
(Title of Class of Securities)

317485100  
(CUSIP Number)

February 18, 2011  
(Date of Event Which Requires Filing of this Statement)  
(Note: This Amendment No. 1 is not required; it is filed voluntarily.)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.  
317485100

SCHEDULE 13G

Page 2 of 11 Pages

1 NAME OF REPORTING PERSON OR

Oak Hill Capital Partners, L.P. (see Item 2)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 1,894,363

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED 0

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 1,894,363

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,894,363

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.52%

12 TYPE OF REPORTING PERSON

PN



CUSIP No.  
317485100

SCHEDULE 13G

Page 3 of 11 Pages

1 NAME OF REPORTING PERSON OR

Oak Hill Capital Management Partners, L.P. (see Item 2)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 48,577

SHARES  
BENEFICIALLY

6 SHARED VOTING POWER

OWNED

0

BY EACH

REPORTING

7 SOLE DISPOSITIVE POWER

PERSON

48,577

WITH

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

48,577

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.12%

12 TYPE OF REPORTING PERSON

PN



CUSIP No.  
317485100

SCHEDULE 13G

Page 4 of 11 Pages

1 NAME OF REPORTING PERSON OR

OHCP GenPar, L.P. (see Item 2)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 1,942,940

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED 0

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 1,942,940

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,942,940

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.63%

12 TYPE OF REPORTING PERSON

PN



CUSIP No.  
317485100

SCHEDULE 13G

Page 5 of 11 Pages

1 NAME OF REPORTING PERSON OR

OHCP MGP, LLC (see Item 2)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES 1,942,940

BENEFICIALLY OWNED 6 SHARED VOTING POWER

0

BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 1,942,940

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,942,940

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.63%

12 TYPE OF REPORTING PERSON

OO



CUSIP No.  
317485100

SCHEDULE 13G

Page 6 of 11 Pages

Item 1. (a) NAME OF ISSUER

Financial Engines, Inc. (the “Company”).

(b) ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES

1804 Embarcadero Road  
Palo Alto, California 94303

Item 2. (a) NAME OF REPORTING PERSONS

Oak Hill Capital Partners, L.P. (“OHCP”);  
Oak Hill Capital Management Partners, L.P. (“OHCMP”);  
OHCP GenPar, L.P. (“OHCP GenPar”); and  
OHCP MGP, LLC (“OHCP MGP” and together with OHCP, OHCMP and OHCP GenPar, the “Reporting  
Persons”).

The Reporting Persons are making this single, joint filing because they may be deemed to constitute a  
“group” within the meaning of Section 13(d)(3) of the Act, although neither the fact of this filing nor  
anything contained herein shall be deemed to be an admission by the Reporting Persons that such a  
group exists.

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OF EACH  
REPORTING PERSON

201 Main Street  
Suite 1620  
Fort Worth, TX 76102

(c) CITIZENSHIP

OHCP - Delaware  
OHCMP - Delaware  
OHCP GenPar - Delaware  
OHCP MGP – Delaware

(d) TITLE OF CLASS OF SECURITIES

Common Stock, \$0.0001 par value per share (the “Common Stock”)

(e) CUSIP NUMBER

317485100



CUSIP No.  
317485100

SCHEDULE 13G

Page 7 of 11 Pages

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS:

Not applicable.

Item 4. OWNERSHIP.

#### OHCP

OHCP beneficially owns an aggregate of 1,894,363 shares of Common Stock, which represents approximately 4.52% of the issued and outstanding shares of Common Stock. OHCP has the sole power to vote or direct the vote of 1,894,363 shares of Common Stock and the sole power to dispose or to direct the disposition of 1,894,363 shares of Common Stock.

#### OHCMP

OHCMP beneficially owns an aggregate of 48,577 shares of Common Stock, which represents approximately 0.12% of the issued and outstanding shares of Common Stock. OHCMP has the sole power to vote or direct the vote of 48,577 shares of Common Stock and the sole power to dispose or to direct the disposition of 48,577 shares of Common Stock.

#### OHCP GenPar

OHCP GenPar is the sole general partner of both OHCP and OHCMP. As the sole general partner of OHCP and OHCMP, OHCP GenPar beneficially owns an aggregate of 1,942,940 shares of Common Stock, which represents approximately 4.63% of the issued and outstanding shares of Common Stock. As the sole general partner of OHCP and OHCMP, OHCP GenPar has the sole power to vote or direct the vote of 1,942,940 shares of Common Stock and the sole power to dispose or to direct the disposition of 1,942,940 shares of Common Stock.

#### OHCP MGP

OHCP MGP is the sole general partner of OHCP GenPar. As the sole general partner of OHCP GenPar, OHCP MGP may be deemed to beneficially own an aggregate of 1,942,940 shares of Common Stock, which represents approximately 4.63% of the issued and outstanding shares of Common Stock. As the sole general partner of OHCP GenPar,

OHCP MGP may be deemed to have the sole power to vote or direct the vote of 1,942,940 shares of Common Stock and the sole power to dispose or to direct the disposition of 1,942,940 shares of Common Stock.

---

CUSIP No.  
317485100

SCHEDULE 13G

Page 8 of 11 Pages

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Not applicable.

---

CUSIP No.  
317485100

SCHEDULE 13G

Page 9 of 11 Pages

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated as of February 23, 2011

OAK HILL CAPITAL PARTNERS, L.P.

By: OHCP GENPAR, L.P., its General Partner

By: OHCP MGP, LLC, its General Partner

By: /s/ John R. Monsky  
Name: John R. Monsky  
Title: Vice President

OAK HILL CAPITAL MANAGEMENT PARTNERS, L.P.

By: OHCP GENPAR, L.P., its General Partner

By: OHCP MGP, LLC, its General Partner

By: /s/ John R. Monsky  
Name: John R. Monsky  
Title: Vice President

OHCP GENPAR, L.P.

By: OHCP MGP, LLC, its General  
Partner

By: /s/ John R. Monsky  
Name: John R. Monsky  
Title: Vice President

OHCP MGP, LLC

Edgar Filing: Financial Engines, Inc. - Form SC 13G/A

By: /s/ John R. Monsky  
Name: John R. Monsky  
Title: Vice President

---

CUSIP No.  
317485100

SCHEDULE 13G

Page 10 of 11 Pages

EXHIBIT 99.1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock, par value \$0.0001 per share, of Financial Engines, Inc.

The undersigned further agree that each party hereto is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein; provided, however, that no party is responsible for the completeness or accuracy of the information concerning any other party making the filing, unless such party knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the parties have executed this Joint Filing Agreement on February 23, 2011.

OAK HILL CAPITAL PARTNERS, L.P.

By: OHCP GENPAR, L.P., its General Partner

By: OHCP MGP, LLC, its General Partner

By: /s/ John R. Monsky  
Name: John R. Monsky  
Title: Vice President

OAK HILL CAPITAL MANAGEMENT PARTNERS, L.P.

By: OHCP GENPAR, L.P., its General Partner

By: OHCP MGP, LLC, its General Partner

By: /s/ John R. Monsky  
Name: John R. Monsky  
Title: Vice President



CUSIP No.  
317485100

SCHEDULE 13G

Page 11 of 11 Pages

OHCP GENPAR, L.P.

By: OHCP MGP, LLC, its General  
Partner

By: /s/ John R. Monsky  
Name: John R. Monsky  
Title: Vice President

OHCP MGP, LLC

By: /s/ John R. Monsky  
Name: John R. Monsky  
Title: Vice President