

Financial Engines, Inc.
Form SC 13G/A
February 07, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Amendment No. 2)*

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)

December 31, 2011
(Date of Event Which Requires Filing of this Statement)

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
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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
SHARES

0

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

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

0.0%

12 TYPE OF REPORTING PERSON

PN

CUSIP No.
317485100

SCHEDULE 13G

Page 3 of 11 Pages

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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 0

SHARES BENEFICIALLY 6 SHARED VOTING POWER

OWNED 0

BY EACH REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH 0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN 0
SHARES

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

0.0%

12 TYPE OF REPORTING PERSON

PN

CUSIP No.
317485100

SCHEDULE 13G

Page 4 of 11 Pages

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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 0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED 0

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 0

WITH 8 SHARED DISPOSITIVE POWER

0

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

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

0.0%

12 TYPE OF REPORTING PERSON

PN

CUSIP No.
317485100

SCHEDULE 13G

Page 5 of 11 Pages

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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 0

6 SHARED VOTING POWER

BENEFICIALLY OWNED 0

7 SOLE DISPOSITIVE POWER

BY EACH 0

8 SHARED DISPOSITIVE POWER

REPORTING PERSON 0

WITH 0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

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

0.0%

12 TYPE OF REPORTING PERSON

OO

CUSIP No.
317485100

SCHEDULE 13G

Page 6 of 11 Pages

Item(a) NAME OF ISSUER

1.

Financial Engines, Inc. (the "Company").

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

1804 Embarcadero Road
Palo Alto, California 94303

Item(a) NAME OF REPORTING PERSONS

2.

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

3. WHETHER THE PERSON FILING IS:

Not applicable.

Item 4. OWNERSHIP.

4.

The Reporting Persons have sold all of the Common Stock previously owned by each Reporting Person. As a result, each Reporting Person may be deemed to beneficially own no Shares.

OHCP

OHCP beneficially owns an aggregate of 0 shares of Common Stock, which represents approximately 0.0% of the issued and outstanding shares of Common Stock. OHCP has the sole power to vote or direct the vote of 0 shares of Common Stock and the sole power to dispose or to direct the disposition of 0 shares of Common Stock.

OHCMP

OHCMP beneficially owns an aggregate of 0 shares of Common Stock, which represents approximately 0.0% of the issued and outstanding shares of Common Stock. OHCMP has the sole power to vote or direct the vote of 0 shares of Common Stock and the sole power to dispose or to direct the disposition of 0 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 0 shares of Common Stock, which represents approximately 0.0% 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 0 shares of Common Stock and the sole power to dispose or to direct the disposition of 0 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 0 shares of Common Stock, which

represents approximately 0.0% 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 0 shares of Common Stock and the sole power to dispose or to direct the disposition of 0 shares of Common Stock.

CUSIP No.
317485100

SCHEDULE 13G

Page 8 of 11 Pages

Item OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

5.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following box

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

6.

Not applicable.

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

7.

Not applicable.

Item IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

8.

Not Applicable

Item NOTICE OF DISSOLUTION OF GROUP

9.

Not applicable.

Item CERTIFICATION

10.

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 7, 2012

OAK HILL CAPITAL PARTNERS, L.P.

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

By: OHCP MGP, LLC, its General Partner

By: /s/ Kevin Levy
Name: Kevin Levy
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/ Kevin Levy
Name: Kevin Levy
Title: Vice President

OHCP GENPAR, L.P.

By: OHCP MGP, LLC, its General Partner

By: /s/ Kevin Levy
Name: Kevin Levy
Title: Vice President

OHCP MGP, LLC

By: /s/ Kevin Levy
Name: Kevin Levy
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 7, 2012.

OAK HILL CAPITAL PARTNERS, L.P.

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

By: OHCP MGP, LLC, its General Partner

By: /s/ Kevin Levy

Name: Kevin Levy

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/ Kevin Levy

Name: Kevin Levy

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/ Kevin Levy

Name: Kevin Levy

Title: Vice President

OHCP MGP, LLC

By: /s/ Kevin Levy

Name: Kevin Levy

Title: Vice President
