

FOUNDATION CAPITAL LP  
Form 3  
March 15, 2010

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

## INITIAL STATEMENT OF 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

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*  
FOUNDATION CAPITAL  
MANAGEMENT CO LLC

(Last) (First) (Middle)

250 MIDDLEFIELD ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Date of Event Requiring  
Statement  
(Month/Day/Year)  
03/15/2010

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

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

5. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting  
Person  
\_X\_ Form filed by More than One  
Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,640,262	I	By Foundation Capital Leadership Fund, LP <sup>(2)</sup>
Common Stock	43,738	I	By Foundation Capital Leadership Principals Fund, LLC <sup>(2)</sup>

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

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred	Â (1)	Â (1)	Common Stock	32,467	\$ (1)	I	By Foundation Capital Leadership Fund, LP (2)
Series A Preferred	Â (1)	Â (1)	Common Stock	866	\$ (1)	I	By Foundation Capital Leadership Principals Fund, LLC (2)
Series B Preferred	Â (1)	Â (1)	Common Stock	1,442,447	\$ (1)	I	By Foundation Capital, LP (3)
Series B Preferred	Â (1)	Â (1)	Common Stock	160,271	\$ (1)	I	By Foundation Capital Entrepreneurs Fund, LLC (3)
Series C Preferred	Â (1)	Â (1)	Common Stock	475,080	\$ (1)	I	By Foundation Capital, LP (3)
Series C Preferred	Â (1)	Â (1)	Common Stock	52,787	\$ (1)	I	By Foundation Capital Entrepreneurs Fund, LLC (3)
Series D Preferred	Â (1)	Â (1)	Common Stock	487,305	\$ (1)	I	By Foundation Capital, LP (3)
Series D Preferred	Â (1)	Â (1)	Common Stock	54,145	\$ (1)	I	By Foundation Capital Entrepreneurs Fund, LLC (3)
Series E Preferred	Â (1)	Â (1)	Common Stock	105,924	\$ (1)	I	By Foundation Capital, LP (3)
Series E Preferred	Â (1)	Â (1)	Common Stock	11,771	\$ (1)	I	By Foundation Capital Entrepreneurs Fund, LLC (3)
Series F Preferred	Â (1)	Â (1)	Common Stock	1,198,503	\$ (1)	I	By Foundation Capital Leadership Fund, LP (2)
Series F Preferred	Â (1)	Â (1)	Common Stock	31,959	\$ (1)	I	By Foundation Capital Leadership Principals Fund,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOUNDATION CAPITAL MANAGEMENT CO LLC 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025	Â	Â X	Â	Â
FOUNDATION CAPITAL LP 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025	Â	Â X	Â	Â
Foundation Capital Entrepreneurs Fund, LLC 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025	Â	Â X	Â	Â
FOUNDATION CAPITAL LEADERSHIP FUND LP 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025	Â	Â X	Â	Â
FOUNDATION CAPITAL LEADERSHIP PRINCIPALS FUND LLC 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025	Â	Â X	Â	Â
FC LEADERSHIP MANAGEMENT CO LLC 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025	Â	Â X	Â	Â

## Signatures

/s/ Gail M. Haney as  
Attorney-in-fact

03/15/2010

\_\_\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) The convertible preferred stock is convertible at anytime, at the holder's option, on a one-for-one basis and has no expiration date.

FC Leadership Management Co., LLC ("FCLM") serves as the sole Manager of Foundation Capital Leadership Fund, L.P. ("FCL") and Foundation Capital Leadership Principals Fund, LLC ("FCLP"). William Elmore, Kathryn Gould, Adam Grosser, Paul Koontz, and Mike Schuh are Managing Members of FCLM. FCLM exercises sole voting and investment power over the shares owned by FCL and FCLP.

(2) As Managing Members of FCLM, Ms. Gould and Mssrs. Elmore, Grosser, Koontz and Schuh may be deemed to share voting and investment power over the shares owned by FCL and FCLP. Each of the Managers of FCLM disclaim beneficial ownership of the reported securities, except to the extent of their pecuniary interest therein.

Foundation Capital Management Co., LLC ("FC1M") serves as the sole Manager of Foundation Capital, L.P. ("FC1") and Foundation Capital Entrepreneurs Fund, LLC ("FC1E"). James Anderson, William Elmore, Kathryn Gould, and Paul Koontz are Managers of FC1M.

(3) FC1M exercises sole voting and investment power over the shares owned by FC1 and FC1E. As Managers of FC1M, Ms. Gould and Mssrs. Anderson, Elmore, and Koontz may be deemed to share voting and investment power over the shares owned by FC1 and FC1E. Each of the Managers of FC1M disclaim beneficial ownership of the reported securities, except to the extent of their pecuniary interest therein.

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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