

GROSSER ADAM
Form 4
March 19, 2010

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ELMORE WILLIAM B

(Last) (First) (Middle)

**C/O FOUNDATION CAPITAL, 250
MIDDLEFIELD ROAD**

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/19/2010

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/19/2010		C		32,467	A	<u>11</u>	1,672,729	I	By Foundation Capital Leadership Fund, LP ⁽⁴⁾
Common Stock	03/19/2010		C		1,198,503	A	<u>11</u>	2,871,232	I	By Foundation Capital Leadership Fund, LP ⁽⁴⁾
Common Stock	03/19/2010		C		866	A	<u>11</u>	44,604	I	By Foundation

								Capital Leadership Principals Fund, LLC ⁽⁴⁾
Common Stock	03/19/2010	C	31,959	A	<u>(1)</u>	76,563	I	By Foundation Capital Leadership Principals Fund, LLC ⁽⁴⁾
Common Stock	03/19/2010	C	160,271	A	<u>(1)</u>	160,271	I	By Foundation Capital Entrepreneurs Fund, LLC ⁽⁵⁾
Common Stock	03/19/2010	C	52,787	A	<u>(1)</u>	213,058	I	By Foundation Capital Entrepreneurs Fund, LLC ⁽⁵⁾
Common Stock	03/19/2010	C	54,145	A	<u>(1)</u>	267,203	I	By Foundation Capital Entrepreneurs Fund, LLC ⁽⁵⁾
Common Stock	03/19/2010	C	11,771	A	<u>(1)</u>	278,974	I	By Foundation Capital Entrepreneurs Fund, LLC ⁽⁵⁾
Common Stock	03/19/2010	<u>J(2)</u>	716	A	<u>(2)</u>	279,690	I	By Foundation Capital Entrepreneurs Fund, LLC ⁽⁵⁾
Common Stock	03/19/2010	C	1,442,447	A	<u>(1)</u>	1,442,447	I	By Foundation Capital, LP ⁽⁵⁾
Common Stock	03/19/2010	C	475,080	A	<u>(1)</u>	1,917,527	I	By Foundation Capital, LP ⁽⁵⁾
Common Stock	03/19/2010	C	487,305	A	<u>(1)</u>	2,404,832	I	By Foundation Capital, LP ⁽⁵⁾
Common Stock	03/19/2010	C	105,924	A	<u>(1)</u>	2,510,756	I	By Foundation

Common Stock	03/19/2010	J ⁽³⁾	6,447	A	<u>(3)</u>	2,517,203	I	Capital, LP ⁽⁵⁾ By Foundation Capital, LP ⁽⁵⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	(1)	03/19/2010		C	32,467	(1)	(1)	Common Stock	32,467
Series A Preferred Stock	(1)	03/19/2010		C	866	(1)	(1)	Common Stock	866
Series B Preferred Stock	(1)	03/19/2010		C	160,271	(1)	(1)	Common Stock	160,271
Series B Preferred Stock	(1)	03/19/2010		C	1,442,447	(1)	(1)	Common Stock	1,442,447
Series C Preferred Stock	(1)	03/19/2010		C	52,787	(1)	(1)	Common Stock	52,787
	(1)	03/19/2010		C	475,080	(1)	(1)		475,080

Series C Preferred Stock								Common Stock	
Series D Preferred Stock	(1)	03/19/2010	C	54,145	(1)	(1)		Common Stock	54,145
Series D Preferred Stock	(1)	03/19/2010	C	487,305	(1)	(1)		Common Stock	487,305
Series E Preferred Stock	(1)	03/19/2010	C	11,771	(1)	(1)		Common Stock	11,771
Series E Preferred Stock	(1)	03/19/2010	C	105,924	(1)	(1)		Common Stock	105,924
Series F Preferred Stock	(1)	03/19/2010	C	1,198,503	(1)	(1)		Common Stock	1,198,503
Series F Preferred Stock	(1)	03/19/2010	C	31,959	(1)	(1)		Common Stock	31,959

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELMORE WILLIAM B C/O FOUNDATION CAPITAL 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		
SCHUH MICHAEL N C/O FOUNDATION CAPITAL 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025		X		
GOULD KATHRYN C C/O FOUNDATION CAPITAL		X		

250 MIDDLEFIELD ROAD
MENLO PARK, CA 94025

ANDERSON JAMES C
C/O FOUNDATION CAPITAL
250 MIDDLEFIELD ROAD
MENLO PARK, CA 94025

X

GROSSER ADAM
C/O FOUNDATION CAPITAL
250 MIDDLEFIELD ROAD
MENLO PARK, CA 94025

X

Signatures

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

03/19/2010

__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) The convertible preferred stock converted on a one-for-one basis and had no expiration date.
- (2) The reporting entity received 716 shares of Common Stock in connection with the conversion, on a one-for-one basis, of shares of Series E preferred stock.
- (3) The reporting entity received 6,447 shares of Common Stock in connection with the conversion, on a one-for-one basis, of shares of Series E preferred stock.

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. 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.
- (4) 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. 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.