

FOUNDATION CAPITAL LP  
Form 4  
August 31, 2010

**FORM 4**

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

OMB APPROVAL

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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

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/27/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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)
Common Stock	08/27/2010		J <sup>(3)</sup>	250,000 D	2,267,203	I	By Foundation Capital, LP <sup>(1)</sup>
Common Stock	08/27/2010		J <sup>(3)</sup>	50,000 D	229,690	I	By Foundation Capital Entrepreneurs Fund, LLC <sup>(1)</sup>
Common Stock	08/27/2010		J <sup>(3)</sup>	250,000 D	2,621,232	I	By Foundation Capital Leadership Fund, LP <sup>(2)</sup>
Common Stock					76,563	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.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

FOUNDATION CAPITAL MANAGEMENT CO LLC  
250 MIDDLEFIELD ROAD  
MENLO PARK, CA 94025

X

FOUNDATION CAPITAL LP  
250 MIDDLEFIELD ROAD  
MENLO PARK, CA 94025

X

FOUNDATION CAPITAL LEADERSHIP FUND LP  
250 MIDDLEFIELD ROAD  
MENLO PARK, CA 94025

X

FC LEADERSHIP MANAGEMENT CO LLC  
250 MIDDLEFIELD ROAD  
MENLO PARK, CA 94025

X

FOUNDATION CAPITAL LEADERSHIP PRINCIPALS FUND LLC  
250 MIDDLEFIELD ROAD  
MENLO PARK, CA 94025

X

## Signatures

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

08/31/2010

\_\_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) 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.

(2) 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.

(3) In kind distribution. On 08/27/2010, Foundation Capital, LP distributed 250,000 shares of stock to its Partners; Foundation Capital Entrepreneurs Fund, LLC distributed 50,000 shares of stock to its Partners; Foundation Capital Leadership Fund, LP distributed 250,000 shares of stock to its Partners.

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.