

Martin Michael E.  
Form 4  
July 23, 2018

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Martin Michael E.

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC, 450  
LEXINGTON AVE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

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

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common<br>Stock                       | 07/19/2018                              |   | D                                       | 2,568  | (A)<br>or<br>(D)<br>\$ 45<br>(1)<br>0  | D  |   |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. I. De<br>Sec<br>(In |                                     |
|---|---|---|---|---|--|--|-----|---|--------------------|------------------------|-------------------------------------|
|   |   |   |   | Code                                    | V  | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title                  | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(2)</sup>   | 07/19/2018                              |   | D                                       |  | 2,567  |     | <sup>(3)</sup>  | <sup>(3)</sup>     | Common<br>Stock        | 2,567                               |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(2)</sup>   | 07/19/2018                              |   | D                                       |  | 4,482  |     | <sup>(3)</sup>  | <sup>(3)</sup>     | Common<br>Stock        | 4,482                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 27.01  | 07/19/2018                              |   | D                                       |  | 25,000   |     | <sup>(4)</sup>  | <sup>(4)</sup>     | Common<br>Stock        | 25,000                              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Martin Michael E.<br>C/O WARBURG PINCUS LLC<br>450 LEXINGTON AVE<br>NEW YORK, NY 10017 | X             |           |         |       |

## Signatures

/s/ Robert Mills, Attorney-in-Fact For: Michael Martin

07/23/2018

<sup>\*\*</sup>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) This Form 4 reports securities disposed of pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement"), dated as of April 29, 2018, by and among Financial Engines, Inc. (the "Company"), Edelman Financial, L.P., (the "Parent"), and Flashdance Merger Sub, Inc. ("Merger Sub"), a copy of which is filed as Exhibit 2.1 to the Company's Form 8-K filed with the SEC on May 2, 2018, pursuant to which the Company became a wholly-owned subsidiary of Parent (the "Merger") on July 19, 2018 (the "Effective Time"). At the Effective Time, each issued and outstanding share of common stock of the Company was cancelled and converted into the right to receive \$45.00 in cash, (the "Merger Consideration") without interest and subject to applicable withholding taxes.
- (2) Each restricted stock unit represents a contingent right to receive one share of Financial Engines, Inc. common stock.

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- (3) At the Effective Time, each outstanding restricted stock unit award became fully vested and was cancelled and converted into the right to receive the Merger Consideration in respect of each vested share of common stock of the Company subject to such award, in each case subject to withholding taxes if applicable.

- (4) At the Effective Time, each outstanding option to acquire shares of common stock of the Company became fully vested (to the extent unvested) and was cancelled and converted into the right to receive the product of (1) the excess, if any, of the Merger Consideration over the applicable exercise price of such option, multiplied by (2) the total number of shares of common stock of the Company subject to such option, subject to applicable withholding taxes. Any options that had an exercise price per share that was equal to or greater than the Merger Consideration were cancelled for no consideration.

### Remarks:

This Form 4 reports securities disposed of pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement") dated April 29, 2018, by and among Financial Engines, Inc. (the "Company"), Edelman Financial, L.P., (the "Parent"), and Flashdance, Inc. ("Merger Sub"), a copy of which is filed as Exhibit 2.1 to the Company's Form 8-K filed with the SEC on May 2, 2018, pursuant to the Merger Agreement.

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.