

NEWHALL CHARLES W III  
Form 3  
March 15, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â NEWHALL CHARLES W III			(Month/Day/Year)	Financial Engines, Inc. [FNGN]	
(Last)	(First)	(Middle)	03/15/2010	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1954 GREENSPRING DRIVE,Â SUITE 600				(Check all applicable)	
(Street)				<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
TIMONIUM,Â MDÂ 21093				<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)		(give title below)	(specify below)
				6. Individual or Joint/Group Filing(Check Applicable Line)	
				<input checked="" type="checkbox"/> Form filed by One Reporting Person	
				<input type="checkbox"/> 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	947,513	I	See Note 1 <sup>(1)</sup>
Common Stock	590,667	I	See Note 2 <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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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (3)	Â (4)	Common Stock	33,333	\$ (5)	I	See Note 2 (2)
Series B Preferred Stock	Â (3)	Â (4)	Common Stock	1,157,964	\$ (5)	I	See Note 1 (1)
Series B Preferred Stock	Â (3)	Â (4)	Common Stock	40,069	\$ (5)	I	See Note 6 (6)
Series C Preferred Stock	Â (3)	Â (4)	Common Stock	395,899	\$ (5)	I	See Note 1 (1)
Series D Preferred Stock	Â (3)	Â (4)	Common Stock	532,426	\$ (5)	I	See Note 1 (1)
Series D Preferred Stock	Â (3)	Â (4)	Common Stock	9,024	\$ (5)	I	See Note 6 (6)
Series E Preferred Stock	Â (3)	Â (4)	Common Stock	109,026	\$ (5)	I	See Note 1 (1)
Series F Preferred Stock	Â (3)	Â (4)	Common Stock	925,429	\$ (5)	I	See Note 1 (1)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEWHALL CHARLES W III 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093	Â	Â X	Â	Â

## Signatures

/s/ Shawn Conway,  
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).

The Reporting Person is a general partner of NEA Partners VII, Limited Partnership, the sole general partner of New Enterprise Associates VII, Limited Partnership ("New Enterprise Associates VII"), which is the direct beneficial owner of the shares. The Reporting

- (1) Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended (the "1934 Act"), or otherwise of the securities of the issuer held by New Enterprise Associates VII in which the Reporting Person has no pecuniary interest therein.
- (2) The Reporting Person is a general partner of NEA Partners 9, Limited Partnership, the sole general partner of New Enterprise Associates 9, Limited Partnership ("NEA 9"), which is the direct beneficial owner of the shares. The Reporting Person disclaims beneficial

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ownership within the meaning of Section 16 of the 1934 Act or otherwise of the securities of the issuer held by NEA 9 in which the Reporting Person has no pecuniary interest therein.

- (3) Convertible at any time.
- (4) No expiration date.
- (5) Each share of Preferred Stock will automatically convert into one share of Common Stock upon the closing of the issuer's initial public offering.

- The Reporting Person is a general partner of NEA General Partners, L.P., the sole general partner of NEA Presidents' Fund, L.P. ("NEA Presidents' Fund"), which is the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act or otherwise of the securities of the issuer held by NEA Presidents' Fund in which the Reporting Person has no pecuniary interest therein.
- (6)

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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