Edgar Filing: Berg-Lacy E. Olena - Form 4

Berg-Lacy E.	Olena										
Form 4											
July 23, 2018											
FORM	1								OMB AI	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
Check this									Expires:	January 31,	
subject to STATEMENT OF CHA				NGES IN BENEFICIAL OW				NERSHIP OF		2005	
-	Section 16.				ITIES				Estimated a burden hou		
Form 4 or	Form 4 or								response		
Form 5	Filed p	oursuant to S	Section 1	6(a) of the	e Securiti	es Ex	chang	e Act of 1934,	·		
obligation may conti		7(a) of the	Public Ut	ility Hold	ling Com	pany	Act of	f 1935 or Sectio	n		
See Instru 1(b).		30(h)	of the In	vestment	Company	Act	of 194	40			
(Print or Type R	esponses)										
Berg-Lacy E. Olena Symb				2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
Fi			Financia	al Engines	s, Inc. [FN	IGN]		(Check all applicable)			
(Last) (First) (Middle) 3. Da				. Date of Earliest Transaction							
(M			(Month/D	(Month/Day/Year)				XDirector10% Owner			
	RPRISE WAY	7, 3RD	07/19/20	018				Officer (give below)	title Othe below)	er (specify	
FLOOR								0010 (())	below)		
	(Street)		4. If Ame	ndment, Da	te Original			6. Individual or Jo	oint/Group Filir	1g(Check	
Fi			Filed(Mon	th/Day/Year)			Applicable Line)			
								X Form filed by (
SUNNYVA	LE, CA 94089)						Form filed by M Person	fore than One Re	eporting	
(City)	(State)	(Zip)				•.					
((()))	(Build)	(11)	Tabl	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	t, or Beneficial	lly Owned	
1.Title of	2. Transaction I	1						6. Ownership 7. N Form: Direct India (D) or Bend			
Security (Instr. 3)	(Month/Day/Ye	ear) Execution any	on Date, if Transaction(A) or Disposed of				Securities Beneficially		Indirect Beneficial		
(IIIsu. 5)		-	Code (D) (Day/Year) (Instr. 8) (Instr. 3, 4 and 5)				6)	Owned		Ownership	
							Following		(Instr. 4)		
						(A)		Reported			
						or		Transaction(s)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	07/19/2018			D	22,415	D	\$ 45 (1)	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 required to respond unless the form displays a currently valid OMB control number.

 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. Transacti Code (Instr. 8)	5. Number onof 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. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0 <u>(2)</u>	07/19/2018		D	1,224	(3)	(3)	Common Stock	1,224	\$
Restricted Stock Unit	\$ 0 <u>(2)</u>	07/19/2018		D	2,517	<u>(3)</u>	(3)	Common Stock	2,517	\$
Restricted Stock Unit	\$ 0 <u>(2)</u>	07/19/2018		D	2,567	<u>(3)</u>	(3)	Common Stock	2,567	\$
Restricted Stock Unit	\$ 0 <u>(2)</u>	07/19/2018		D	4,482	<u>(3)</u>	(3)	Common Stock	4,482	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Rune / Runess	Director	10% Owner	Officer	Other			
Berg-Lacy E. Olena 1050 ENTERPRISE WAY 3RD FLOOR SUNNYVALE, CA 94089	Х						
Signatures							
/s/ Robert Mills, Attorney-in-Faberg-Lacy		07/23/201					

Berg-Lacy <u>**</u>Signature of Reporting Person 07/23/2018 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).

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

- (1) 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.
- (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

Reporting Owners

case subject to withholding taxes if applicable.

Remarks:

This Form 4 reports securities disposed of pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement April 29, 2018, by and among Financial Engines, Inc. (the "Company"), Edelman Financial, L.P., (the "Parent"), and Flashdam ("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, pursua

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.