

ENVESTNET, INC.  
Form 4  
March 30, 2017

**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 \*  
O'Brien Shelly

(Last) (First) (Middle)  
35 EAST WACKER DRIVE, SUITE 2400  
(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ENVESTNET, INC. [ENV]

3. Date of Earliest Transaction (Month/Day/Year)  
03/28/2017

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)  
Chief Legal Officer

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	10,751	D	

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

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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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.5					04/26/2007 <sup>(1)</sup>	04/26/2017	Common Stock	11,900
Employee Stock Option (Right to Buy)	\$ 7.5					04/30/2009 <sup>(2)</sup>	04/30/2018	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 7.15					05/15/2010 <sup>(1)</sup>	05/15/2019	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 9					07/28/2011 <sup>(2)</sup>	07/28/2020	Common Stock	18,360
Employee Stock Option (Right to Buy)	\$ 12.55					02/28/2012 <sup>(2)</sup>	02/28/2021	Common Stock	3,339
Employee Stock Option (Right to Buy)	\$ 12.45					02/28/2013 <sup>(2)</sup>	02/28/2022	Common Stock	3,339
Employee Stock Option (Right to Buy)	\$ 15.34					02/28/2014 <sup>(2)</sup>	02/28/2023	Common Stock	7,150

Employee Stock Option (Right to Buy)	\$ 41.84					02/28/2015 <sup>(2)</sup>	02/28/2024	Common Stock	5,500
Employee Stock Option (Right to Buy)	\$ 53.88					02/29/2016 <sup>(2)</sup>	02/28/2025	Common Stock	4,800
Employee Stock Option (Right to Buy)	\$ 20.51					02/28/2017 <sup>(3)</sup>	02/28/2026	Common Stock	2,464
Employee Stock Option (Right to Buy)	\$ 31.7	03/28/2017	A	1,667		03/28/2018 <sup>(3)</sup>	03/28/2027	Common Stock	1,667
Restricted Stock Units	(4)					(6)	02/28/2018	Common Stock	1,067 <sup>(5)</sup>
Restricted Stock Units	(4)					(7)	02/28/2019	Common Stock	1,643 <sup>(5)</sup>
Restricted Stock Units	(4)					(8)	08/02/2019	Common Stock	29,833 <sup>(5)</sup>
Restricted Stock Units	(4)	03/28/2017	A	5,000		(7)	03/28/2020	Common Stock	5,000 <sup>(5)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Brien Shelly 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601			Chief Legal Officer	

## Signatures

/s/ Shelly  
O'Brien

03/30/2017

\_\_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) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
  - (2) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
  - (3) This option grant vests over a 3 year period, one-third of the total amount vests on the first anniversary of the applicable date of grant and one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.
  - (4) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock.
  - (5) Each restricted award represents the contingent right to receive one share of common stock upon the vesting of the unit.  

The reporting person was granted 3,200 restricted stock units on February 28, 2015. The remaining unvested restricted stock units will
  - (6) continue to vest as to 1/3 of the original number of shares subject to the restricted stock awards on each succeeding February 28th until fully vested.
  - (7) These restricted stock units vest over a 3 year period, with 1/3 of the shares vesting on the first anniversary of the date of grant and one-twelfth of the total amount vesting on each three-month anniversary of the date of grant.
  - (8) These restricted stock units over a 3 year period, with one-twelfth of the total amount vesting on each three-month anniversary of the date of grant.

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.