

DePina Stuart
 Form 3
 March 08, 2019

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 and Ticker or Trading Symbol | |
| DePina Stuart | | (Month/Day/Year) | ENVESTNET, INC. [ENV] | |
| (Last) | (First) | (Middle) | 03/01/2019 | |
| 35 E. WACKER DRIVE, SUITE 2400 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CHICAGO, IL 60601 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | President* | |

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 | 56,333 ⁽¹⁾ | D | |

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 Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | | | |

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| | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|--------------------------------------|--------------------------------------|-----------------------------|----------------------------|
| Employee Stock Option (Right to Buy) | 03/28/2018 ⁽²⁾ 03/28/2027 | Common Stock 3,750 \$ 31.7 | D Â |
| Employee Stock Option (Right to Buy) | 02/28/2017 ⁽³⁾ 02/28/2026 | Common Stock 1,618 \$ 20.51 | D Â |
| Employee Stock Option (Right to Buy) | 02/27/2016 ⁽⁴⁾ 02/27/2025 | Common Stock 9,000 \$ 53.88 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| DePina Stuart 35 E. WACKER DRIVE SUITE 2400 CHICAGO, IL 60601 | Â | Â | Â President* | Â |

Signatures

/s/ Shelly O'Brien, by Power-of-Attorney for Stuart DePina 03/08/2019

__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).
- Includes 33,407 unvested restricted stock units ("RSUs") that convert into common stock on a one-for-one basis. Of these unvested RSUs: (i) 7,500 RSUs were granted on August 2, 2016 as part of a total grant of 45,000 RSUs; (ii) 4,690 RSUs were granted on March 28, 2017 as part of a total grant of 11,250 RSUs; and (iii) 9,334 were granted on February 28, 2018 as part of a total grant of 14,000 RSUs. For each such tranche of unvested RSUs, one-twelfth of the total amount originally granted will vest on each three-month anniversary of the date of grant. In addition, 11,883 of these unvested RSUs were granted on February 28, 2019; one-third of such total amount vests on the first anniversary of the date of the grant of RSUs and then one-twelfth of such total amount vests on each three-month anniversary of the date of grant thereafter.
- (1) This option grant vests over a 3 year period; one-third of the total amount vests on the first anniversary of the date of grant and one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.
 - (2) This option grant vested over a 3 year period; one-third of the total amount vested on the first anniversary of the date of grant and one-twelfth of the total amount vested on each three-month anniversary of the date of grant thereafter.
 - (3) This option grant vested over a 3 year period; one-third of the total amount vested on each anniversary of the date of grant.

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Remarks:
 Stuart DePina assumed the role of Chief Executive of Envestnet Data & Analytics, which includes

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.