

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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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 *
Mayer Joshua

(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 Operating 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 9,898 | D | |
| Common Stock | | | | | 42 | I | By Wife |

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

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SEC 1474 (9-02)

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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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 7.15 | | | | | 05/15/2010 ⁽¹⁾ 05/15/2019 | Common Stock 800 |
| Employee Stock Option (Right to Buy) | \$ 9 | | | | | 07/28/2011 ⁽²⁾ 02/28/2020 | Common Stock 20,000 |
| Employee Stock Option (Right to Buy) | \$ 12.55 | | | | | 02/28/2012 ⁽¹⁾ 02/28/2021 | Common Stock 10,000 |
| Employee Stock Option (Right to Buy) | \$ 12.45 | | | | | 02/28/2013 ⁽¹⁾ 02/28/2022 | Common Stock 4,418 |
| Employee Stock Option (Right to Buy) | \$ 15.34 | | | | | 02/28/2014 ⁽¹⁾ 02/28/2023 | Common Stock 8,000 |
| Employee Stock Option (Right to Buy) | \$ 41.84 | | | | | 02/28/2015 ⁽¹⁾ 02/28/2024 | Common Stock 6,200 |
| Employee Stock Option | \$ 53.88 | | | | | 02/28/2016 ⁽¹⁾ 02/28/2025 | Common Stock 6,000 |

| | | | | | | | | | | |
|--------------------------------------|----------|------------|---|-------|--|---------------------------|------------|--------------|--------|-----|
| (Right to Buy) | | | | | | | | | | |
| Employee Stock Option (Right to Buy) | \$ 20.51 | | | | | 02/28/2017 ⁽³⁾ | 02/28/2026 | Common Stock | 3,234 | |
| Employee Stock Option (Right to Buy) | \$ 31.7 | 03/28/2017 | A | 2,233 | | 03/28/2018 ⁽³⁾ | 03/28/2027 | Common Stock | 2,233 | |
| Restricted Stock Units | (4) | | | | | (6) | 02/28/2017 | Common Stock | 1,334 | (5) |
| Restricted Stock Units | (4) | | | | | (7) | 02/28/2019 | Common Stock | 2,156 | (5) |
| Restricted Stock Units | (4) | | | | | (8) | 08/02/2019 | Common Stock | 37,500 | (5) |
| Restricted Stock Units | (4) | 03/28/2017 | A | 6,700 | | (7) | 03/28/2020 | Common Stock | 6,700 | (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mayer Joshua 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601 | | | Chief Operating Officer | |

Signatures

/s/ Shelly O'Brien, by power of attorney for Joshua Mayer 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 three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.

(2)

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Original option grant vests in four 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 stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.

(6) The reporting person was granted 4,000 restricted stock units on February 28, 2015. The remaining unvested restricted stock units will 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 vest 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.

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