

ENVESTNET, INC.  
Form 4  
December 30, 2016

**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 \*  
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)  
12/29/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V Amount (A) or (D) Price \$                                      |                                                                                               |                                                          |                                   |
| Common Stock                    | 12/29/2016                           |                                                    | S                              | 2,439 D 35.6                                                      | 2,238                                                                                         | 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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Employee Stock Option (Right to Buy)       | \$ 7.15                                                |                                      |                                                    |                                |                                                                                         | 05/15/2010 <sup>(1)</sup> 05/15/2019                     | Common Stock                                                  | 800                           |
| Employee Stock Option (Right to Buy)       | \$ 9                                                   |                                      |                                                    |                                |                                                                                         | 07/28/2011 <sup>(2)</sup> 02/28/2020                     | Common Stock                                                  | 20,000                        |
| Employee Stock Option (Right to Buy)       | \$ 12.55                                               |                                      |                                                    |                                |                                                                                         | 02/28/2012 <sup>(1)</sup> 02/28/2021                     | Common Stock                                                  | 10,000                        |
| Employee Stock Option (Right to Buy)       | \$ 12.45                                               |                                      |                                                    |                                |                                                                                         | 02/28/2013 <sup>(1)</sup> 02/28/2022                     | Common Stock                                                  | 4,418                         |
| Employee Stock Option (Right to Buy)       | \$ 15.34                                               |                                      |                                                    |                                |                                                                                         | 02/28/2014 <sup>(1)</sup> 02/28/2023                     | Common Stock                                                  | 8,000                         |
| Employee Stock Option (Right to Buy)       | \$ 41.84                                               |                                      |                                                    |                                |                                                                                         | 02/28/2015 <sup>(1)</sup> 02/28/2024                     | Common Stock                                                  | 6,200                         |
| Employee Stock                             | \$ 53.88                                               |                                      |                                                    |                                |                                                                                         | 02/28/2016 <sup>(1)</sup> 02/28/2025                     | Common Stock                                                  | 6,000                         |

|                                                  |                |  |                           |            |                                      |
|--------------------------------------------------|----------------|--|---------------------------|------------|--------------------------------------|
| Option<br>(Right to<br>Buy)                      |                |  |                           |            |                                      |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 20.51       |  | 02/28/2017 <sup>(3)</sup> | 02/28/2026 | Common<br>Stock 3,234                |
| Restricted<br>Stock Unit                         | <sup>(4)</sup> |  | <sup>(6)</sup>            | 02/28/2016 | Common<br>Stock 1,334 <sup>(5)</sup> |
| Restricted<br>Stock Unit                         | <sup>(4)</sup> |  | <sup>(6)</sup>            | 02/28/2017 | Common<br>Stock 2,667 <sup>(5)</sup> |
| Restricted<br>Stock Unit                         | <sup>(4)</sup> |  | <sup>(7)</sup>            | 02/28/2019 | Common<br>Stock 3,234 <sup>(5)</sup> |
| Restricted<br>Stock<br>Award                     | <sup>(4)</sup> |  | <sup>(8)</sup>            | 08/02/2019 | Common<br>Stock 45,000               |

## Reporting Owners

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

## Signatures

/s/ Shelly O'Brien, by power of attorney for Joshua Mayer  
12/30/2016

\_\_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) 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) This restricted stock award vests in three equal installments annually beginning on the first anniversary of the date of the grant of restricted stock.

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- (7) This restricted stock unit vests 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) This restricted stock unit vests over a 3 year period, with one-twelfth of the total amount vesting on each three-month anniversary of the date of grant.
- (9) The shares reported in column 4 were sold in one transaction with a price of \$35.60 per share.

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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