

Mayer Joshua
Form 4
August 31, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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)
08/29/2017

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/29/2017 | | M ⁽⁹⁾ | | 269 | A | 14,065 |
| Common Stock | 08/29/2017 | | F ⁽¹⁰⁾ | | 83 | D | \$ 42.65 |
| Common Stock | | | | | | I | 42 By Wife |

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

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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. 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⁾ | 07/28/2020 | 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 |

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| | | | | | | | | |
|--------------------------------------|----------|------------|---|-----|---------------------------|------------|--------------|-----------------------|
| Employee Stock Option (Right to Buy) | \$ 53.88 | | | | 02/28/2016 ⁽¹⁾ | 02/27/2025 | Common Stock | 6,000 |
| 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 | | | | 03/28/2018 ⁽³⁾ | 03/28/2027 | Common Stock | 2,233 |
| Restricted Stock Units | (4) | | | | (6) | 02/28/2018 | Common Stock | 1,334 ⁽⁵⁾ |
| Restricted Stock Units | (4) | 08/29/2017 | M | 269 | (7) | 02/28/2019 | Common Stock | 269 |
| Restricted Stock Units | (4) | | | | (8) | 08/02/2019 | Common Stock | 30,000 ⁽⁵⁾ |
| Restricted Stock Units | (4) | | | | (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 D. Mayer 08/31/2017

__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) This option grant vests over a 3 year period; one-third of the total amount vests on each anniversary of the date of grant.
- (2) This option grant vests over a 4 year period; one-fourth of the total amount vests on each anniversary of the date of grant.
- (3) 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.
- (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) These restricted stock units vest over a 3-year period; one-third of the total amount vests on each anniversary of the date of grant.
- (7) These restricted stock units vest over a 3 -year period; one-third of the total amount vests on the first anniversary of the date of the grant of restricted stock units and then one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.
- (8) These restricted stock units vest over a 3 -year period; one-twelfth of the total amount vests on each three-month anniversary of the date of grant.

Represents the issuance of Envestnet, Inc. common stock upon the vesting of restricted stock units effective August 29, 2017 (the "August Vested Restricted Stock Units"). Restricted stock units convert into common stock on a one-for-one basis. The reporting person
- (9) was granted 3,234 restricted stock units on February 29, 2016 of which one-twelfth of the total amount vested on August 29, 2017. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on March 2, 2016.

The reporting person is reporting the withholding by Envestnet, Inc. of 83 shares of common stock to satisfy the reporting person's tax
- (10) withholding obligations in connection with the vesting for tax purposes of the August Vested Restricted Stock Units to the reporting person on August 29, 2017.

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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