

Grinis Scott D
Form 4
October 02, 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 *
Grinis Scott D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/28/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Chief Technology Officer

(Street)
CHICAGO, IL 60601

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	09/28/2017		S ⁽⁹⁾	9,308 D 50.04	209,708	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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 9					07/28/2011 ⁽¹⁾ 07/28/2020	Common Stock	56,000
Employee Stock Option (Right to Buy)	\$ 12.55					02/28/2012 ⁽²⁾ 02/28/2021	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 12.45					02/28/2013 ⁽²⁾ 02/28/2022	Common Stock	10,195
Employee Stock Option (Right to Buy)	\$ 15.34					02/28/2014 ⁽²⁾ 02/28/2023	Common Stock	8,000
Employee Stock Option (Right to Buy)	\$ 41.84					02/28/2015 ⁽²⁾ 02/28/2024	Common Stock	6,200
Employee Stock Option (Right to Buy)	\$ 53.88					02/28/2016 ⁽²⁾ 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

Buy)					
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)		(7)	02/28/2019	Common Stock 1,618 (5)
Restricted Stock Units	(4)		(8)	08/02/2019	Common Stock 23,336 (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
Grinis Scott D 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601			Chief Technology Officer	

Signatures

/s/ Shelly O'Brien, by power of attorney for Scott D.
Grinis

10/02/2017

__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 4 year period; one-fourth of the total amount vests on each anniversary of the date of grant.
- (2) This option grant vests over a 3 year period; one-third of the total amount vests on each anniversary of the date of grant.
- (3) This option grant vests over a 3year 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)

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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.
- (9) The stock sold by the Reporting Person and reported herein were sold at a range of between \$49.95 and \$50.20 per share. The sale price represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.

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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