

ENVESTNET, INC.  
Form 4  
March 02, 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 \*  
Thomas Brandon

(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)  
02/28/2017

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 Investment 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)
			Code	V Amount (D) Price			
Common Stock	02/28/2017		M <sup>(11)</sup>	1,334 A \$ 0	236,349	D	
Common Stock	02/28/2017		F <sup>(12)</sup>	415 D \$ 0	235,934	D	
Common Stock	02/28/2017		M <sup>(13)</sup>	1,067 A \$ 0	237,001	D	
Common Stock	02/28/2017		F <sup>(14)</sup>	332 D \$ 0	236,669	D	
Common Stock	02/28/2017		M <sup>(15)</sup>	821 A \$ 0	237,490	D	

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Common Stock 02/28/2017 F<sup>(16)</sup> 256 D \$ 0 237,234 D

Common Stock 13,938 I See footnote <sup>(1)</sup>

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

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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 (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 9					07/28/2011 <sup>(2)</sup>	02/28/2020	Common Stock	62,000
Employee Stock Option (Right to Buy)	\$ 12.55					02/28/2012 <sup>(3)</sup>	02/28/2021	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 12.45					02/28/2013 <sup>(3)</sup>	02/28/2022	Common Stock	7,647
Employee Stock Option (Right to Buy)	\$ 15.34					02/28/2014 <sup>(3)</sup>	02/28/2023	Common Stock	8,000
Employee Stock Option (Right to Buy)	\$ 41.84					02/28/2015 <sup>(3)</sup>	02/28/2024	Common Stock	6,200



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Original option grant vests in four installments beginning on the first date of grant and thereafter on the first anniversary of the date of grant as listed in the "Date Exercisable" column.

(3) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.

(4) 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.

(5) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock

(6) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.

(7) The reporting person was granted 4,000 restricted stock units on February 28, 2014. 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.

(8) The reporting person was granted 3,200 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.

(9) The reporting person was granted 2,464 restricted stock units on February 29, 2016. 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.

(10) The reporting person was granted 20,000 restricted stock units on August 2, 2016. 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.

(11) Represents the conversion upon vesting of restricted stock units into common stock (the "Converted Common Stock "). The reporting person was granted 4,000 restricted stock units on February 28, 2014 of which one-third of the total amount vests on the first anniversary of the date of the grant of restricted stock; and then 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 unit grant on each succeeding February 28th until fully vested. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on March 2, 2014.

(12) The reporting person is reporting the withholding by Envestnet, Inc. of 415 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the delivery of the Converted Common Stock to the reporting person on February 28, 2017.

(13) Represents the conversion upon vesting of restricted stock awards into common stock (the "Converted Common Stock "). The reporting person was granted 3,200 restricted stock units on February 28, 2015 of which one-third of the total amount vests on the first anniversary of the date of the grant of restricted stock; and then 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 unit grant on each succeeding February 28th until fully vested. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on March 2, 2015.

(14) The reporting person is reporting the withholding by Envestnet, Inc. of 332 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the delivery of the Converted Common Stock to the reporting person on February 28, 2017.

(15) Represents the conversion upon vesting of restricted stock awards into common stock (the "Converted Common Stock "). The reporting person was granted 2,464 restricted stock units on February 29, 2016 of which one-third of the total amount vests on the first anniversary of the date of the grant of restricted stock; and then one-twelfth of the total amount vests on each three-month anniversary. 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.

(16) The reporting person is reporting the withholding by Envestnet, Inc. of 256 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the delivery of the Converted Common Stock to the reporting person on February 28, 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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