

Mayer Joshua
 Form 4
 August 22, 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)
 08/18/2017

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/18/2017		S	1,500 D \$ 43.663	13,796	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	
				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
Employee Stock	\$ 53.88					02/28/2016 ⁽¹⁾	02/27/2025	Common Stock	6,000

Option (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		03/28/2018 ⁽³⁾	03/28/2027	Common Stock 2,233
Restricted Stock Units	⁽⁴⁾		⁽⁶⁾	02/28/2018	Common Stock ⁽⁵⁾ 1,334
Restricted Stock Units	⁽⁴⁾		⁽⁷⁾	02/28/2019	Common Stock ⁽⁵⁾ 1,887
Restricted Stock Units	⁽⁴⁾		⁽⁸⁾	08/02/2019	Common Stock ⁽⁵⁾ 30,000
Restricted Stock Units	⁽⁴⁾		⁽⁷⁾	03/28/2020	Common Stock ⁽⁵⁾ 6,700

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 08/22/2017

⁽¹⁾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.

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- (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.

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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