

KOONTZ PAUL G
 Form 4
 September 19, 2012

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 *
KOONTZ PAUL G

(Last) (First) (Middle)

C/O FOUNDATION CAPITAL, 250
 MIDDLEFIELD ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
09/18/2012

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)

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 09/18/2012 | | S | 4,584 | D | \$ 11.43 (1) | 1,153,687 | I | By Foundation Capital III, LP (2) |
| Common Stock | 09/18/2012 | | S | 416 | D | \$ 11.43 (1) | 277,550 | I | By Foundation Capital III Principals, LLC (2) |
| Common Stock | | | | | | | 9,610 | I | By Paul Koontz 2010 |

| | | | | |
|-----------------|--|-------|---|---|
| Common Stock | | 9,610 | I | Annuity Trust ⁽³⁾ By Andrea Koontz 2010 Annuity Trust ⁽⁴⁾ |
|-----------------|--|-------|---|---|

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)**

| 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. Price of Derivative Security (Instr. 5) | 9. Number of Deriv Secur Benef Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KOONTZ PAUL G C/O FOUNDATION CAPITAL 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | X | | | |

Signatures

/s/ Gail M. Haney,
Attorney-in-fact

09/19/2012

 **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).

This transaction was executed in multiple trades at prices ranging from \$11.30 to \$11.77 per share. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(1) Paul G. Koontz is a Manager of Foundation Capital Management Co. III, LLC ("FC3M"), which serves as the sole general partner of Foundation Capital III, L.P. ("FC3") and Foundation Capital III Principals, LLC ("FC3P"). FC3M exercises sole voting and investment power over the shares owned by FC3 and FC3P. As a Manager of FC3M, Mr. Koontz may be deemed to share voting and investment power over the shares owned by FC3 and FC3P. Mr. Koontz disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein.

(2) Paul G. Koontz is the trustee of the Paul Koontz 2010 Annuity Trust.

Andrea Koontz, Spouse of Paul G. Koontz, is the Trustee of the Andrea Koontz 2010 Annuity Trust. Mr. Koontz disclaims beneficial ownership of the reported securities, and this report shall not be deemed in admission that the reporting person is the beneficial owner of such securities for purpose of Section 16 or for any other purpose.

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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