

ENVESTNET, INC.

Form 4

April 28, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CROWELL GAYLE A

(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)
04/26/2016

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/26/2016		M ⁽¹⁾		801	A	\$ 0
Common Stock							12,245
							1,983
							D
							I
							By trust ⁽⁶⁾

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit	(2)	04/26/2016		A	3,204	(3) 04/26/2019	Common Stock 3,204
Restricted Stock Unit	(2)	04/26/2016		M	801	(4) 04/26/2019	Common Stock 801

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CROWELL GAYLE A 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601	X

Signatures

/s/ Shelly O'Brien, by power of attorney for Gayle
Crowell 04/28/2016

__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) Represents the conversion upon vesting of restricted stock unit into common stock. The reporting person was granted 3,204 restricted stock units on April 26, 2016, of which 25% (801 shares) subject to the restricted stock units of the grant vested on April 26, 2016.

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

(3) This restricted stock unit vests over a 3 year period, 25% of the total amount vests on the date of the grant of restricted stock; and then 25% on each of first three anniversaries of the Grant Date (April 26, 2016).

(4) The reporting person was granted 3,204 restricted stock units on April 26, 2016, of which 25% (801 shares) subject to the restricted stock units of the grants vested on April 26, 2016. The common stock into which such vested restricted stock units converted on April 26, 2016 is reported in Table I on this Form 4. The remaining unvested restricted stock units will continue to vest as to 25% on each of first three anniversaries of the Grant Date (April 26, 2016).

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

(6) The shares are held directly by a trust of which the reporting person is a trustee and beneficial owner.

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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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