

ENVESTNET, INC.

Form 4

December 30, 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 *
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)

12/29/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/29/2016		S		2,439	D	\$ 35.6 <u>(9)</u>
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
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⁾ 02/28/2020	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⁾ 02/28/2025	Common Stock	6,000

Option
(Right to
Buy)

Employee
Stock

Option \$ 20.51
(Right to
Buy)

02/28/2017⁽³⁾

02/28/2026

Common
Stock

3,234

Restricted
Stock Unit ⁽⁴⁾

⁽⁶⁾

02/28/2016

Common
Stock

1,334
⁽⁵⁾

Restricted
Stock Unit ⁽⁴⁾

⁽⁶⁾

02/28/2017

Common
Stock

2,667
⁽⁵⁾

Restricted
Stock Unit ⁽⁴⁾

⁽⁷⁾

02/28/2019

Common
Stock

3,234
⁽⁵⁾

Restricted
Stock ⁽⁴⁾
Award

⁽⁸⁾

08/02/2019

Common
Stock

45,000

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
Mayer

12/30/2016

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

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

(3) 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.

(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) This restricted stock award vests in three equal installments annually beginning on the first anniversary of the date of the grant of restricted stock.

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- (7) This restricted stock unit vests 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.
- (8) This restricted stock unit vests over a 3 year period, with one-twelfth of the total amount vesting on each three-month anniversary of the date of grant.
- (9) The shares reported in column 4 were sold in one transaction with a price of \$35.60 per share.

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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