

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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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 *
D'Arrigo Peter

(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 Financial 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 (A) or (D) Price | | | |
| Common Stock | 02/28/2017 | | M ⁽¹¹⁾ | 2,200 A \$ 0 | 3,794 | D | |
| Common Stock | 02/28/2017 | | F ⁽¹²⁾ | 685 D \$ 0 | 3,109 | D | |
| Common Stock | 02/28/2017 | | M ⁽¹³⁾ | 1,833 A \$ 0 | 4,942 | D | |
| Common Stock | 02/28/2017 | | F ⁽¹⁴⁾ | 571 D \$ 0 | 4,371 | D | |
| Common Stock | 02/28/2017 | | M ⁽¹⁵⁾ | 1,411 A \$ 0 | 5,782 | D | |

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Common Stock 02/28/2017 F⁽¹⁶⁾ 439 D \$ 0 5,343 D

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 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Shares |
| Employee Stock Option (Right to Buy) | \$ 7.5 | | | | | 06/06/2008 ⁽¹⁾ 06/16/2018 | Common Stock 180 |
| Employee Stock Option (Right to Buy) | \$ 9 | | | | | 07/28/2011 ⁽²⁾ 02/28/2020 | Common Stock 86 |
| Employee Stock Option (Right to Buy) | \$ 12.55 | | | | | 02/28/2012 ⁽³⁾ 02/28/2021 | Common Stock 10 |
| Employee Stock Option (Right to Buy) | \$ 12.45 | | | | | 02/28/2013 ⁽³⁾ 02/28/2022 | Common Stock 10 |
| Employee Stock Option (Right to Buy) | \$ 15.34 | | | | | 02/28/2014 ⁽³⁾ 02/28/2023 | Common Stock 8, |
| Employee Stock Option (Right to Buy) | \$ 41.84 | | | | | 02/28/2015 ⁽³⁾ 02/28/2024 | Common Stock 10 |

| | | | | | | | | |
|--------------------------------------|----------|------------|---|-------|---------------------------|------------|--------------|----|
| Employee Stock Option (Right to Buy) | \$ 53.88 | | | | 02/28/2016 ⁽³⁾ | 02/28/2025 | Common Stock | 8, |
| Employee Stock Option (Right to Buy) | \$ 20.51 | | | | 02/28/2017 ⁽⁸⁾ | 02/28/2025 | Common Stock | 4, |
| Restricted Stock Unit | (4) | 02/28/2017 | M | 2,200 | (6) | 02/28/2017 | Common Stock | 2, |
| Restricted Stock Unit | (4) | 02/28/2017 | M | 1,833 | (7) | 02/28/2018 | Common Stock | 1, |
| Restricted Stock Unit | (4) | 02/28/2017 | M | 1,411 | (9) | 02/28/2019 | Common Stock | 1, |
| Performance Stock Unit Award | (4) | | | | (10) | 05/12/2019 | Common Stock | 30 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| D'Arrigo Peter 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601 | | | Chief Financial Officer | |

Signatures

/s/ Shelly O'Brien, by power of attorney for Peter D'Arrigo

03/02/2017

__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 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.
 - (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) 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) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock
 - (5) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.
 - (6) The reporting person was granted 6,600 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

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fully vested.

- (7) The reporting person was granted 5,500 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.
- (8) 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.
- (9) The reporting person was granted 4,235 restricted stock units on February 29, 2016. 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.

- (10) The Reporting Person will earn a percentage of his performance stock unit award ("Banked Units") based on specific adjusted EBIDTA goals for the relevant performance period. This performance stock unit award vests over a 3 consecutive one-year performance periods, with 33.33% of Banked Units vesting following the First Performance Period, 50% of the outstanding Banked Units following the Second Performance Period and 100% of the outstanding Banked Units following the Final Performance Period, as described in the executive's employment agreement dated May 12, 2016 by and between the Company and the Reporting Person.

- (11) Represents the conversion upon vesting of restricted stock units into common stock (the "Converted Common Stock "). The reporting person was granted 6,600 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 685 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 5,500 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 571 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 4,235 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 439 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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