

Arora Anil
Form 4
July 26, 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 *
Arora Anil

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
35 EAST WACKER DRIVE, SUITE 2400

3. Date of Earliest Transaction (Month/Day/Year)
07/24/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Envestnet/Yodlee *

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHICAGO, IL 60601

(City) (State) (Zip)

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) Code V Amount (D) Price			
Common Stock	07/24/2017		S ⁽⁸⁾	8,980 D \$ 40	68,609	D	
Common Stock					136	I	By Trust for child ⁽¹⁾
Common Stock					136	I	By Trust for child ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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
Restricted Stock Unit	(2)					(3) 12/07/2018(4)	Common Stock	50,002 (5)
Restricted Stock Unit	(2)					(6) 03/28/2020	Common Stock	20,000 (5)
Employee Stock Option (Right to Buy)	\$ 32.46					(7) 12/07/2025	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arora Anil 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601	X		Investnet/Yodlee *	

Signatures

/s/ Shelly O'Brien, by power of attorney for Anil Arora

07/26/2017

__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) These shares are held in trust for the benefit of a child of the reporting person for which the reporting person serves as trustee. The reporting person shares voting and investment control over the shares but disclaims beneficial ownership of the shares.

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- (2) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock.
- (3) The reporting person was granted 100,000 restricted stock units on December 7, 2015 of which 1/3 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 thereafter.
- (4) The shares of Common Stock issuable with respect to the restricted stock units remain subject to restriction until the award becomes vested for all purposes.
- (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 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 one-twelfth of the total amount vests on each three-month anniversary.
- (7) 20,000 options were granted to the reporting person on December 7, 2015. One-twelfth of the total amount vests on each three-month anniversary of the date of grant.
- (8) Sale pursuant to 10b5-1 Plan.

Remarks:

*Chief Executive of Envestnet/Yodlee

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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