

Johnson James
Form 4
August 05, 2010

FORM 4

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

OMB APPROVAL

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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 *
Johnson James

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)
08/03/2010

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

(Street)
CHICAGO, IL 60601

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

(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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	08/03/2010		J ⁽¹⁾		2,338 ⁽²⁾	A	⁽²⁾ 1,848 ⁽³⁾	D
Common Stock	08/03/2010		J ⁽¹⁾		1,113,929 ⁽⁴⁾ ⁽⁵⁾	A	⁽⁴⁾ ⁽⁵⁾ 942,346	I
Common Stock	08/03/2010		J ⁽¹⁾		707,215 ⁽⁷⁾ ⁽⁸⁾ ⁽⁹⁾	A	⁽⁷⁾ ⁽⁸⁾ ⁽⁹⁾ 600,359	I
Common Stock	08/03/2010		J ⁽¹⁾		33,103 ⁽¹⁰⁾	A	⁽¹⁰⁾ 27,897	I

By Apex Investment Fund IV, L.P ⁽⁶⁾

By Apex Investment Fund V, L.P ⁽⁶⁾

By Apex

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Stock

Strategic Partners IV, L.P ⁽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)

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 of Number of Shares
Series C Preferred Stock	<u>(4)</u> <u>(5)</u>	08/03/2010		C	21,466 <u>(2)</u> <u>(4)</u> <u>(5)</u>	<u>(4)</u> <u>(5)</u> <u>(4)</u> <u>(5)</u>	Common Stock 21,466 <u>(2)</u>
Series A Preferred Stock	<u>(7)</u> <u>(8)</u> <u>(9)</u>	08/03/2010		C	82,560 <u>(7)</u> <u>(8)</u> <u>(9)</u>	<u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>	Common Stock 82,560
Series B Preferred Stock	<u>(7)</u> <u>(8)</u> <u>(9)</u>	08/03/2010		C	84,700 <u>(7)</u> <u>(8)</u> <u>(9)</u>	<u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>	Common Stock 84,700
Series C Preferred Stock	<u>(7)</u> <u>(8)</u> <u>(9)</u>	08/03/2010		C	25,964 <u>(7)</u> <u>(8)</u> <u>(9)</u>	<u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>	Common Stock 25,964
Common Stock <u>(11)</u>	<u>(11)</u>	08/03/2010		J <u>(1)</u>	2,338 <u>(11)</u>	<u>(11)</u> <u>(11)</u>	Common Stock 2,338
Common Stock <u>(12)</u>	<u>(12)</u>	08/03/2010		J <u>(1)</u>	12,592 <u>(12)</u>	<u>(12)</u> <u>(12)</u>	Common Stock 12,592
Common Stock <u>(13)</u>	<u>(13)</u>	08/03/2010		J <u>(1)</u>	156,087 <u>(13)</u>	<u>(13)</u> <u>(13)</u>	Common Stock 156,087

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Common Stock ⁽¹⁴⁾	<u>(14)</u>	08/03/2010	J ⁽¹⁾	381 ⁽¹⁴⁾	<u>(14)</u>	<u>(14)</u>	Common Stock	381
Series A Convertible Redeemable Preferred Stock ⁽¹⁵⁾	<u>(15)</u>	08/03/2010	J ⁽¹⁾	681,734 ⁽¹⁵⁾	<u>(15)</u>	<u>(15)</u>	Common Stock	681,734
Series A Convertible Redeemable Preferred Stock ⁽¹⁶⁾	<u>(16)</u>	08/03/2010	J ⁽¹⁾	20,657 ⁽¹⁶⁾	<u>(16)</u>	<u>(16)</u>	Common Stock	20,657
Series B Convertible Redeemable Preferred Stock ⁽¹⁷⁾	<u>(17)</u>	08/03/2010	J ⁽¹⁾	398,137 ⁽¹⁷⁾	<u>(17)</u>	<u>(17)</u>	Common Stock	398,137
Series B Convertible Redeemable Preferred Stock ⁽¹⁸⁾	<u>(18)</u>	08/03/2010	J ⁽¹⁾	68,760 ⁽¹⁸⁾	<u>(18)</u>	<u>(18)</u>	Common Stock	68,760
Series B Convertible Redeemable Preferred Stock ⁽¹⁹⁾	<u>(19)</u>	08/03/2010	J ⁽¹⁾	12,065 ⁽¹⁹⁾	<u>(19)</u>	<u>(19)</u>	Common Stock	12,065
Series C-1 Convertible Redeemable Preferred Stock ⁽²⁰⁾	<u>(20)</u>	08/03/2010	J ⁽¹⁾	144,572 ⁽²⁰⁾	<u>(20)</u>	<u>(20)</u>	Common Stock	144,572
Series C-2 Convertible Redeemable Preferred Stock ⁽²¹⁾	<u>(21)</u>	08/03/2010	J ⁽¹⁾	144,572 ⁽²¹⁾	<u>(21)</u>	<u>(21)</u>	Common Stock	144,572

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Johnson James
 35 EAST WACKER DRIVE, SUITE 2400 X
 CHICAGO, IL 60601

Signatures

/s/ Shelly O'Brien, by power of attorney for James
 Johnson

08/05/2010

__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) On August 3, 2010, The EnvestNet Group, Inc. ("ENG") merged with and into the Issuer, with the Issuer being the surviving entity. Pursuant to the merger, all of the shareholders of ENG, including the Reporting Person, exchanged their ENG common shares and preferred shares for shares of the Issuer's Common Stock and all of the Issuer common shares and preferred shares that were held by ENG became part of the Issuer's treasury stock. In addition, pursuant to their terms, each series of the Issuer's outstanding preferred stock converted into shares of the Issuer's common stock upon the closing of the Issuer's initial public offering.

(2) Represents shares of the Issuer's Common Stock acquired as a result of the Reporting Person's beneficial ownership of 2,338 shares of ENG common stock which, on August 3, 2010, pursuant to the terms of the merger referred to above, were exchanged for 0.0935 shares of the Issuer's Common Stock. The ENG common stock had no expiration date.

(3) On July 28, 2010, the Reporting Person agreed to sell 490 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering, which the Reporting Person acquired on August 3, 2010 as described in footnote 2.

(4) Represents shares of the Issuer's Common Stock acquired as a result of the Reporting Person's indirect beneficial ownership of 12,592 shares of ENG common stock, 681,734 shares of ENG Series A Convertible Redeemable Preferred Stock and 398,137 shares of ENG Series B Convertible Redeemable Preferred Stock which, on August 3, 2010, pursuant to the terms of the merger referred to above, were exchanged for 0.0935 shares of the Issuer's Common Stock. Also represents 21,466 shares of the Issuer's Common Stock acquired as a result of the conversion of the Reporting Person's holdings of Series C Preferred Stock of the Issuer. (Continued in footnote 5)

(5) Effective upon the closing of the Issuer's initial public offering, each share of the Issuer's Series C Preferred Stock converted into 200 shares of the Issuer's Common Stock. The Issuer's Series C Preferred Stock, the ENG common stock and the ENG preferred stock had no expiration date. These numbers reflect the exchange or conversion, as applicable, and do not represent the actual number of shares of Issuer Preferred Stock or ENG common or preferred stock previously beneficially indirectly owned by the Reporting Person.

(6) Mr. Johnson is a Managing Member of Apex Management IV, LLC, which is the sole general partner of Apex Investment Fund IV, L.P. and the Manager of Apex Strategic Partners IV, LLC. Mr. Johnson is also a Member of Apex Management V, LLC, the sole general partner of Apex Investment Fund V, L.P. Mr. Johnson shares voting and dispositive power over the securities held by these funds. Mr. Johnson disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interests therein.

(7) Represents shares of the Issuer's Common Stock acquired as a result of the Reporting Person's indirect beneficial ownership of 156,087 shares of ENG common stock, 68,760 shares of ENG Series B Convertible Redeemable Preferred Stock, 144,572 shares of ENG Series C-1 Convertible Redeemable Preferred and 144,572 shares of ENG Series C-2 Convertible Redeemable Preferred Stock which, on August 3, 2010, pursuant to the terms of the merger referred to above, were exchanged for 0.0935 shares of the Issuer's Common Stock. (Continued in footnote 8)

(8) Also represents 82,560 shares of the Issuer's Common Stock acquired as a result of the conversion of the Reporting Person's indirect holdings of Series A Preferred Stock of the Issuer, 84,700 shares of the Issuer's Common Stock acquired as a result of the conversion of the Reporting Person's indirect holdings of Series B Preferred Stock of the Issuer and 25,964 shares of the Issuer's Common Stock acquired as a result of the conversion of the Reporting Person's indirect holdings of Series C Preferred Stock of the Issuer. (Continued in footnote 9)

(9) Effective upon the closing of the Issuer's initial public offering, each share of the Issuer's Series A Preferred Stock converted into 160 shares of the Issuer's Common Stock and each Share of the Issuer's Series B Preferred Stock and Series C Preferred Stock converted into 200 shares of the Issuer's Common Stock. The Issuer's Preferred Stock, the ENG common stock and the ENG preferred stock had no expiration date. These numbers reflect the exchange or conversion, as applicable, and do not represent the actual number of shares of Issuer Preferred Stock or ENG common or preferred stock previously beneficially owned by the Reporting Person.

(10) Represents shares of the Issuer's Common Stock acquired as a result of the Reporting Person's indirect beneficial ownership of 381 shares of ENG common stock, 20,657 shares of ENG Series A Convertible Redeemable Preferred Stock and 12,065 shares of ENG Series B Convertible Redeemable Preferred Stock which, on August 3, 2010, pursuant to the terms of the merger referred to above, were

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exchanged for 0.0935 shares of the Issuer's Common Stock. The ENG common stock and the ENG preferred stock had no expiration date. These numbers reflect the exchange or conversion, as applicable, and do not represent the actual number of shares of Issuer Preferred Stock or ENG common or preferred stock previously beneficially owned by the Reporting Person.

- Represented an interest in the number of shares of the Issuer's Common Stock indicated in Table II, Item 5 as a result of the Reporting Person's indirect beneficial ownership of 2,338 shares of common stock of ENG. On August 3, 2010, ENG merged with and into the
- (11) Issuer and each share of ENG common stock was exchanged for 0.0935 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering. This number reflects that exchange and does not represent the actual number of shares of ENG common stock previously beneficially owned by the Reporting Person. The ENG common stock had no expiration date.
- Represented an interest in the number of shares of the Issuer's Common Stock indicated in Table II, Item 5 as a result of the Reporting Person's indirect beneficial ownership of 12,592 shares of common stock of ENG. On August 3, 2010, ENG merged with and into the
- (12) Issuer and each share of ENG common stock was exchanged for 0.0935 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering. This number reflects that exchange and does not represent the actual number of shares of ENG common stock previously beneficially owned by the Reporting Person. The ENG common stock had no expiration date.
- Represented an interest in the number of shares of the Issuer's Common Stock indicated in Table II, Item 5 as a result of the Reporting Person's indirect beneficial ownership of 156,087 shares of common stock of ENG. On August 3, 2010, ENG merged with and into the
- (13) Issuer and each share of ENG common stock was exchanged for 0.0935 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering. This number reflects that exchange and does not represent the actual number of shares of ENG common stock previously beneficially owned by the Reporting Person. The ENG common stock had no expiration date.
- Represented an interest in the number of shares of the Issuer's Common Stock indicated in Table II, Item 5 as a result of the Reporting Person's indirect beneficial ownership of 381 shares of common stock of ENG. On August 3, 2010, ENG merged with and into the
- (14) Issuer and each share of ENG common stock was exchanged for 0.0935 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering. This number reflects that exchange and does not represent the actual number of shares of ENG common stock previously beneficially owned by the Reporting Person. The ENG common stock had no expiration date.
- Represented an interest in the number of shares of the Issuer's Common Stock indicated in Table II, Item 5 as a result of the Reporting Person's indirect beneficial ownership of 681,734 shares of ENG Series A Convertible Redeemable Preferred Stock. On August 3, 2010, ENG merged with and into the Issuer and each share of ENG Series A Convertible Redeemable Preferred Stock was exchanged for
- (15) 0.0935 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering. This number reflects that exchange and does not represent the actual number of shares of ENG Series A Convertible Redeemable Preferred Stock previously beneficially owned by the Reporting Person. The ENG preferred stock had no expiration date.
- Represented an interest in the number of shares of the Issuer's Common Stock indicated in Table II, Item 5 as a result of the Reporting Person's indirect beneficial ownership of 20,657 shares of ENG Series A Convertible Redeemable Preferred Stock. On August 3, 2010, ENG merged with and into the Issuer and each share of ENG Series A Convertible Redeemable Preferred Stock was exchanged for
- (16) 0.0935 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering. This number reflects that exchange and does not represent the actual number of shares of ENG Series A Convertible Redeemable Preferred Stock previously beneficially owned by the Reporting Person. The ENG preferred stock had no expiration date.
- Represented an interest in the number of shares of the Issuer's Common Stock indicated in Table II, Item 5 as a result of the Reporting Person's indirect beneficial ownership of 398,137 shares of ENG Series B Convertible Redeemable Preferred Stock. On August 3, 2010, ENG merged with and into the Issuer and each share of ENG Series B Convertible Redeemable Preferred Stock was exchanged for
- (17) 0.0935 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering. This number reflects that exchange and does not represent the actual number of shares of ENG Series B Convertible Redeemable Preferred Stock previously beneficially owned by the Reporting Person. The ENG preferred stock had no expiration date.
- Represented an interest in the number of shares of the Issuer's Common Stock indicated in Table II, Item 5 as a result of the Reporting Person's indirect beneficial ownership of 68,760 shares of ENG Series B Convertible Redeemable Preferred Stock. On August 3, 2010, ENG merged with and into the Issuer and each share of ENG Series B Convertible Redeemable Preferred Stock was exchanged for
- (18) 0.0935 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering. This number reflects that exchange and does not represent the actual number of shares of ENG Series B Convertible Redeemable Preferred Stock previously beneficially owned by the Reporting Person. The ENG preferred stock had no expiration date.
- Represented an interest in the number of shares of the Issuer's Common Stock indicated in Table II, Item 5 as a result of the Reporting Person's indirect beneficial ownership of 12,065 shares of ENG Series B Convertible Redeemable Preferred Stock. On August 3, 2010, ENG merged with and into the Issuer and each share of ENG Series B Convertible Redeemable Preferred Stock was exchanged for
- (19) 0.0935 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering. This number reflects that exchange and does not represent the actual number of shares of ENG Series B Convertible Redeemable Preferred Stock previously beneficially owned by the Reporting Person. The ENG preferred stock had no expiration date.
- (20) Represented an interest in the number of shares of the Issuer's Common Stock indicated in Table II, Item 5 as a result of the Reporting Person's indirect beneficial ownership of 144,572 shares of ENG Series C-1 Convertible Redeemable Preferred Stock. On August 3, 2010, ENG merged with and into the Issuer and each share of ENG Series C-1 Convertible Redeemable Preferred Stock was exchanged

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for 0.0935 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering. This number reflects that exchange and does not represent the actual number of shares of ENG Series C-1 Convertible Redeemable Preferred Stock previously beneficially owned by the Reporting Person. The ENG preferred stock had no expiration date.

- (21) Represented an interest in the number of shares of the Issuer's Common Stock indicated in Table II, Item 5 as a result of the Reporting Person's indirect beneficial ownership of 144,572 shares of ENG Series C-2 Convertible Redeemable Preferred Stock. On August 3, 2010, ENG merged with and into the Issuer and each share of ENG Series C-2 Convertible Redeemable Preferred Stock was exchanged for 0.0935 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering. This number reflects that exchange and does not represent the actual number of shares of ENG Series C-2 Convertible Redeemable Preferred Stock previously beneficially owned by the Reporting Person. The ENG preferred stock had no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.