

DePina Stuart
Form 4
March 22, 2019

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 *
DePina Stuart

(Last) (First) (Middle)

35 E. 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)
03/20/2019

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)
President*

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	03/20/2019		S ⁽¹⁾		5,365	D	\$ 65.09
Common Stock	03/21/2019		M ⁽²⁾		9,000	A	\$ 53.88
Common Stock	03/21/2019		S ⁽³⁾		9,000	D	\$ 65.19
Common Stock	03/21/2019		M ⁽²⁾		1,618	A	\$ 20.51
Common Stock	03/21/2019		S ⁽⁴⁾		1,618	D	\$ 65.02

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Common Stock	03/21/2019	M ⁽²⁾	2,185	A	\$ 31.7	53,153	D
Common Stock	03/21/2019	S ⁽⁵⁾	2,185	D	\$ 65.04	50,968	D

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

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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 53.88	03/21/2019		M ⁽²⁾	9,000	02/27/2016 ⁽⁶⁾ 02/27/2025	Common Stock	9,000	
Employee Stock Option (Right to Buy)	\$ 20.51	03/21/2019		M ⁽²⁾	1,618	02/28/2017 ⁽⁷⁾ 02/28/2026	Common Stock	1,618	
Employee Stock Option (Right to Buy)	\$ 31.7	03/21/2019		M ⁽²⁾	2,185	03/28/2018 ⁽⁸⁾ 03/28/2027	Common Stock	2,185	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

DePina Stuart
35 E. WACKER DRIVE
SUITE 2400
CHICAGO, IL 60601

President*

Signatures

/s/ Shelly O'Brien, by Power-of-Attorney for Stuart
DePina

03/22/2019

__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) The Common Shares reported herein as being sold were sold at a range of between \$65.08 and \$65.20 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such price range.

(2) Reflects the cashless exercise of stock options which were granted pursuant to Rule 16b-3.

(3) The Common Shares reported herein as being sold were sold at a range of between \$65.00 and \$65.61 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such price range.

(4) The Common Shares reported herein as being sold were sold at a range of between \$65.00 and \$65.16 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such price range.

(5) The Common Shares reported herein as being sold were sold at a range of between \$65.00 and \$65.32 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such price range.

(6) This option grant vested over a 3 year period; one-third of the total amount vested on each anniversary of the date of grant.

(7) This option grant vested over a 3 year period; one-third of the total amount vested on the first anniversary of the date of grant and one-twelfth of the total amount vested on each three-month anniversary of the date of grant thereafter.

(8) This option grant vests over a 3 year period; one-third of the total amount vests on the first anniversary of the date of grant and one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.

Remarks:

Chief Executive of Envestnet Data & Analytics

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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