

ENVESTNET, INC.  
Form 4  
February 01, 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 \*  
O'Brien Shelly

(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)  
02/01/2017

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 Legal 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 or Price   |  |                                   |
| Common Stock                    | 02/01/2017                           |  | M                              |   | 4,500<br>(2)  | A  | \$ 7.5 10,240 D                   |
| Common Stock                    | 02/01/2017                           |  | S                              |   | 4,500<br>(2)  | D  | \$ 37.95 5,740 D<br>(3)           |

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

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(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 Security (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)       | \$ 7.5   | 02/01/2017                           |  | M                              | 4,500   | 04/26/2007 <sup>(1)(4)</sup> 04/26/2017                  | Common Stock  | 16,000                     |                            |
| Employee Stock Option (Right to Buy)       | \$ 7.5   |                                      |  |                                |   | 04/30/2009 <sup>(5)</sup> 04/30/2018                     | Common Stock  | 5,000                      |                            |
| Employee Stock Option (Right to Buy)       | \$ 7.15  |                                      |  |                                |   | 05/15/2010 <sup>(6)</sup> 05/15/2019                     | Common Stock  | 2,000                      |                            |
| Employee Stock Option (Right to Buy)       | \$ 9   |                                      |  |                                |   | 07/28/2011 <sup>(5)</sup> 07/28/2020                     | Common Stock  | 18,000                     |                            |
| Employee Stock Option (Right to Buy)       | \$ 12.55   |                                      |  |                                |   | 02/28/2012 <sup>(5)</sup> 02/28/2021                     | Common Stock  | 3,300                      |                            |
| Employee Stock Option (Right to Buy)       | \$ 12.45   |                                      |  |                                |   | 02/28/2013 <sup>(5)</sup> 02/28/2022                     | Common Stock  | 3,300                      |                            |
| Employee Stock Option                      | \$ 15.34   |                                      |  |                                |   | 02/28/2014 <sup>(5)</sup> 02/28/2023                     | Common Stock  | 7,100                      |                            |

|                                      |          |  |                           |            |              |         |
|--------------------------------------|----------|--|---------------------------|------------|--------------|---------|
| (Right to Buy)                       |          |  |                           |            |              |         |
| Employee Stock Option (Right to Buy) | \$ 41.84 |  | 02/28/2015 <sup>(5)</sup> | 02/28/2024 | Common Stock | 5,5     |
| Employee Stock Option (Right to Buy) | \$ 53.88 |  | 02/29/2016 <sup>(5)</sup> | 02/28/2025 | Common Stock | 4,8     |
| Employee Stock Option (Right to Buy) | \$ 20.51 |  | 02/28/2017 <sup>(6)</sup> | 02/28/2026 | Common Stock | 2,4     |
| Restricted Stock Award               | (7)      |  | (9)                       | 02/28/2017 | Common Stock | 1,2 (8) |
| Restricted Stock Award               | (7)      |  | (9)                       | 02/28/2018 | Common Stock | 2,1 (8) |
| Restricted Stock Award               | (7)      |  | (10)                      | 02/28/2019 | Common Stock | 2,4 (8) |
| Restricted Stock Award               | (7)      |  | (11)                      | 08/02/2019 | Common Stock | 25, (8) |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                     |       |
|---|---------------|-----------|---------------------|-------|
|   | Director      | 10% Owner | Officer             | Other |
| O'Brien Shelly<br>35 EAST WACKER DRIVE<br>SUITE 2400<br>CHICAGO, IL 60601 |               |           | Chief Legal Officer |       |

## Signatures

/s/ Shelly O'Brien                      02/01/2017

\*\*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) A total of 80,000 options were granted on 04/26/2007. 16,403 options were vested and exercisable as of 2/1/2017.
- (2) Option exercise and sale pursuant to a 10b5-1 plan established to allow the exercise and sale of options which will be forfeited if not exercised prior to the April 26, 2017 expiration date.
- (3) The shares reported in column 4 were sold in one transaction with a price of \$35.45 per share.
- (4) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (5) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (6) 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.
- (7) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (8) Each restricted award represents the contingent right to receive one share of common stock upon the vesting of the unit.
- (9) This restricted stock award vests in three equal installments annually beginning on the first anniversary of the date of the grant of restricted stock.
- (10) 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.
- (11) 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.

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