

O'Brien Shelly
 Form 4
 August 04, 2017

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 *
 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)
 08/02/2017

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. 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 | (D) | Price |
| Common Stock | 08/02/2017 | | M ⁽⁸⁾ | | 2,083 | A | \$ 0 |
| Common Stock | 08/02/2017 | | F ⁽⁹⁾ | | 952 | D | \$ 0 |

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

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SEC 1474 (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 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) | \$ 7.15 | | | | | 05/15/2010 ⁽¹⁾ | 05/15/2019 | Common Stock | 2,000 |
| Employee Stock Option (Right to Buy) | \$ 9 | | | | | 07/28/2011 ⁽¹⁾ | 07/28/2020 | Common Stock | 18,360 |
| Employee Stock Option (Right to Buy) | \$ 12.55 | | | | | 02/28/2012 ⁽¹⁾ | 02/28/2021 | Common Stock | 3,330 |
| Employee Stock Option (Right to Buy) | \$ 12.45 | | | | | 02/28/2013 ⁽¹⁾ | 02/28/2022 | Common Stock | 3,390 ⁽¹⁰⁾ |
| Employee Stock Option (Right to Buy) | \$ 15.34 | | | | | 02/28/2014 ⁽¹⁾ | 02/28/2023 | Common Stock | 7,150 |
| Employee Stock Option (Right to Buy) | \$ 41.84 | | | | | 02/28/2015 ⁽¹⁾ | 02/28/2024 | Common Stock | 5,500 |
| Employee Stock Option | \$ 53.88 | | | | | 02/29/2016 ⁽¹⁾ | 02/27/2025 | Common Stock | 4,800 |

| | | | | | | | | | |
|--------------------------------------|----------------|------------|--|---|---------------------------|------------|----------------|----------------------|-----------------------------------|
| (Right to Buy) | | | | | | | | | |
| Employee Stock Option (Right to Buy) | \$ 20.51 | | | | 02/28/2017 ⁽²⁾ | 02/28/2026 | Common Stock | 2,464 | |
| Employee Stock Option (Right to Buy) | \$ 31.7 | | | | 03/28/2018 ⁽²⁾ | 03/28/2027 | Common Stock | 1,667 | |
| Restricted Stock Units | ⁽³⁾ | | | | ⁽⁵⁾ | 02/28/2018 | Common Stock | 1,067 ⁽⁴⁾ | |
| Restricted Stock Units | ⁽³⁾ | | | | ⁽⁶⁾ | 02/28/2019 | Common Stock | 1,438 ⁽⁴⁾ | |
| Restricted Stock Units | ⁽³⁾ | 08/02/2017 | | M | | 2,083 | ⁽⁷⁾ | 08/02/2019 | Common Stock 2,083 |
| Restricted Stock Units | ⁽³⁾ | | | | ⁽⁶⁾ | | | 03/28/2020 | Common Stock 5,000 ⁽⁴⁾ |

Reporting Owners

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

Signatures

/s/ Shelly O'Brien 08/04/2017

^{**}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) This option grant vests over a 3 year period; one-third of the total amount vests on each anniversary of the date of grant.
- (2)

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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.

- (3) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock.
- (4) Each restricted stock unit represents the contingent right to receive one share of common stock upon the vesting of the unit.
- (5) These restricted stock units vest over a 3-year period; one-third of the total amount vests on each anniversary of the date of grant.
- (6) These restricted stock units vest 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 then one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.
- (7) These restricted stock units vest over a 3 -year period; one-twelfth of the total amount vests on each three-month anniversary of the date of grant.

- (8) Represents the issuance of Envestnet, Inc. common stock upon the vesting of restricted stock units effective August 2, 2017 (the "August Vested Restricted Stock Units"). The reporting person was granted 25,000 restricted stock units on August 2, 2016 of which one-twelfth of the total amount vested on August 2, 2017. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on August 4, 2016.

- (9) The reporting person is reporting the withholding by Envestnet, Inc. of 952 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the vesting for tax purposes of the August Vested Restricted Stock Units to the reporting person on August 2, 2017.
- (10) This total corrects the number of shares issuable upon the exercise of this option, which due to administrative error was incorrectly reported as 3,339 shares in the Form 4 filed on March 3, 2015.

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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