

Mayer Joshua  
Form 4  
August 22, 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 \*  
Mayer Joshua

(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)  
08/18/2017

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 Operating 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |   |
| Common Stock                    | 08/18/2017                           |  | S                              | 1,500 D \$ 43.663   | 13,796  | D  |   |
| Common Stock                    |                                      |  |                                |   | 42  | I  | By Wife   |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy)       | \$ 7.15  |                                      |  |                                |   | 05/15/2010 <sup>(1)</sup> 05/15/2019                     | Common Stock  | 800                           |
| Employee Stock Option (Right to Buy)       | \$ 9   |                                      |  |                                |   | 07/28/2011 <sup>(2)</sup> 07/28/2020                     | Common Stock  | 20,000                        |
| Employee Stock Option (Right to Buy)       | \$ 12.55   |                                      |  |                                |   | 02/28/2012 <sup>(1)</sup> 02/28/2021                     | Common Stock  | 10,000                        |
| Employee Stock Option (Right to Buy)       | \$ 12.45   |                                      |  |                                |   | 02/28/2013 <sup>(1)</sup> 02/28/2022                     | Common Stock  | 4,418                         |
| Employee Stock Option (Right to Buy)       | \$ 15.34   |                                      |  |                                |   | 02/28/2014 <sup>(1)</sup> 02/28/2023                     | Common Stock  | 8,000                         |
| Employee Stock Option (Right to Buy)       | \$ 41.84   |                                      |  |                                |   | 02/28/2015 <sup>(1)</sup> 02/28/2024                     | Common Stock  | 6,200                         |
| Employee Stock                             | \$ 53.88   |                                      |  |                                |   | 02/28/2016 <sup>(1)</sup> 02/27/2025                     | Common Stock  | 6,000                         |

|  |          |  |                           |            |                               |
|--|----------|--|---------------------------|------------|-------------------------------|
| Option<br>(Right to<br>Buy)                      |          |  |                           |            |                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 20.51 |  | 02/28/2017 <sup>(3)</sup> | 02/28/2026 | Common<br>Stock 3,234         |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 31.7  |  | 03/28/2018 <sup>(3)</sup> | 03/28/2027 | Common<br>Stock 2,233         |
| Restricted<br>Stock<br>Units                     | (4)      |  | (6)                       | 02/28/2018 | Common<br>Stock 1,334<br>(5)  |
| Restricted<br>Stock<br>Units                     | (4)      |  | (7)                       | 02/28/2019 | Common<br>Stock 1,887<br>(5)  |
| Restricted<br>Stock<br>Units                     | (4)      |  | (8)                       | 08/02/2019 | Common<br>Stock 30,000<br>(5) |
| Restricted<br>Stock<br>Units                     | (4)      |  | (7)                       | 03/28/2020 | Common<br>Stock 6,700<br>(5)  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Mayer Joshua<br>35 EAST WACKER DRIVE<br>SUITE 2400<br>CHICAGO, IL 60601 |               |           | Chief Operating Officer |       |

## Signatures

/s/ Shelly O'Brien, by power of attorney for Joshua D. Mayer 08/22/2017

\_\_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) This option grant vests over a 4 year period; one-fourth of the total amount vests on each anniversary of the date of grant.

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- (3) 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.
- (4) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (5) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- (6) 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.
- (7) 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.
- (8) 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.

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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