

ENVESTNET, INC.
Form 4
December 11, 2015

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)
12/09/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Legal Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 | 12/09/2015 | | M | 5,000 A \$ 7.5 | 8,525 | D | |
| Common Stock | 12/09/2015 | | S | 5,000 D \$ 30.59 | 3,525 | D | |

(2)

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 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 | 12/09/2015 | | M | 5,000 | 04/26/2007 ⁽¹⁾⁽⁴⁾ | 04/26/2017 | Common Stock | 5,000 |
| Employee Stock Option (Right to Buy) | \$ 7.5 | | | | | 04/30/2009 ⁽⁴⁾ | 04/30/2018 | Common Stock | 5,000 |
| Employee Stock Option (Right to Buy) | \$ 7.15 | | | | | 05/15/2010 ⁽⁴⁾ | 05/15/2019 | Common Stock | 2,000 |
| Employee Stock Option (Right to Buy) | \$ 9 | | | | | 07/28/2011 ⁽³⁾ | 07/28/2020 | Common Stock | 18,000 |
| Employee Stock Option (Right to Buy) | \$ 12.55 | | | | | 02/28/2012 ⁽³⁾ | 02/28/2021 | Common Stock | 3,300 |
| Employee Stock Option (Right to Buy) | \$ 12.45 | | | | | 02/28/2013 ⁽³⁾ | 02/28/2022 | Common Stock | 3,300 |
| Employee Stock Option | \$ 15.34 | | | | | 02/28/2014 ⁽³⁾ | 02/28/2023 | Common Stock | 7,100 |

| | | | | | |
|--------------------------------------|----------|---------------------------|------------|--------------|-----|
| (Right to Buy) | | | | | |
| Employee Stock Option (Right to Buy) | \$ 41.84 | 02/28/2015 ⁽³⁾ | 02/28/2024 | Common Stock | 5,5 |
| Employee Stock Option (Right to Buy) | \$ 53.88 | 02/29/2016 ⁽³⁾ | 02/28/2025 | Common Stock | 4,8 |
| Restricted Stock Award | (5) | 02/29/2016 ⁽⁶⁾ | 02/28/2016 | Common Stock | 933 |
| Restricted Stock Award | (5) | 02/29/2016 ⁽⁶⁾ | 02/28/2017 | Common Stock | 2,4 |
| Restricted Stock Award | (5) | 02/29/2016 ⁽⁶⁾ | 02/28/2018 | Common Stock | 3,2 |

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 12/11/2015

**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 4/26/2007. 62,903 options were vested and exercisable as of 12/09/2015.
- (2) The shares reported in column 4 were sold in one transaction at \$30.59 per share.
- (3) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (4)

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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) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (6) Each restricted award represents the contingent right to receive one share of common stock upon the vesting of the unit.
- (7) This restricted stock award vests in three equal installments annually beginning on the first anniversary of the date of the grant of restricted stock.

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.