ENVESTNET, INC. Form 4 September 27, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Bergman Judson Issuer Symbol ENVESTNET, INC. [ENV] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify X_ Officer (give title) 35 EAST WACKER DRIVE, SUITE 09/26/2016 below) 2400 Chief Executive Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CHICAGO, IL 60601 Person

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Securi	ities Acqu	iired, Disposed of	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitor(A) or Di (Instr. 3,	sposed	of (D)	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)
Common Stock	09/26/2016		M	20,000 (11)	A	\$ 7.5	669,106	D	
Common Stock	09/26/2016		S	20,000 (11)	D	\$ 38.33 (12)	649,106	D	

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactio Code (Instr. 8)	Secur Secur Acqu or Di (D)	rities nired (A) isposed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 7.5	09/26/2016		M		20,000	04/26/2007(1)(10)	04/26/2017	Common Stock
Employee Stock Option (Right to Buy)	\$ 7.5						04/30/2009(1)	04/30/2018	Common Stock
Employee Stock Option (Right to Buy)	\$ 7.15						05/15/2010(1)	05/15/2019	Common Stock
Employee Stock Option (Right to Buy)	\$ 9						07/28/2011 <u>(2)</u>	07/28/2020	Common Stock
Employee Stock Option (Right to Buy)	\$ 12.55						02/28/2012(2)	02/28/2021	Common Stock
Employee Stock Option (Right to Buy)	\$ 12.45						02/28/2013(2)	02/28/2022	Common Stock
Employee Stock Option (Right to Buy)	\$ 15.34						02/28/2014(2)	02/28/2023	Common Stock
Employee Stock Option (Right to Buy)	\$ 41.84						02/28/2015(2)	02/28/2024	Common Stock
Employee Stock Option	\$ 53.88						02/29/2016(2)	02/28/2025	Common Stock

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(Right to Buy)				
Employee Stock Option (Right to Buy)	\$ 20.51	02/28/2017(7)	02/28/2026	Common Stock
Employee Stock Option (Right to Buy)	\$ 31.03	05/12/2017(7)	05/12/2026	Common Stock
Restricted Stock Unit	<u>(3)</u>	(5)	02/28/2017	Common Stock
Restricted Stock Unit	<u>(3)</u>	<u>(6)</u>	02/28/2018	Common Stock
Restricted Stock Unit	<u>(3)</u>	<u>(8)</u>	02/28/2019	Common Stock
Performance Stock Unit Award	(3)	<u>(9)</u>	05/12/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
.r. g	Director	10% Owner	Officer	Other			
Bergman Judson 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601	X		Chief Executive Officer				

Signatures

/s/ Shelly O'Brien, by power of attorney for Judson
Bergman 09/27/2016

**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) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (3) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (4) Each restricted unit represents the contingent right to receive one share of common stock upon the vesting of the unit.

(5)

Reporting Owners 3

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The reporting person was granted 12,600 restricted stock units on February 28, 2014. The remaining unvested restricted stock units will continue to vest as to 1/3 of the original number of shares subject to the restricted stock awards on each succeeding February 28th until fully vested.

- The reporting person was granted 11,600 restricted stock units on February 28, 2015. The remaining unvested restricted stock units will continue to vest as to 1/3 of the original number of shares subject to the restricted stock awards on each succeeding February 28th until fully vested.
- (7) 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.
- (8) 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.
 - The Reporting Person will earn a percentage of his performance stock unit award ("Banked Units") based on specific adjusted EBIDTA goals for the relevant performance period. This performance stock unit award vests over a 3 consecutive one-year performance periods,
- (9) with 33.33% of Banked Units vesting following the First Performance Period, 50% of the outstanding Banked Units following the Second Performance Period and 100% of the outstanding Banked Units following the Final Performance Period, as described in the executive's employment agreement dated May 12, 2016 by and between the Company and the Reporting Person.
- (10) A total of 200,000 options were granted on 04/26/2007. 170,000 options were vested and exercisable as of 09/26/2016.
- (11) Option exercise and sale pursuant to a 10b5-1 plan.
- (12) The shares reported in column 4 were sold in multiple transactions with a weighted average price of \$38.33 per share.

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.