

ENVESTNET GROUP INC
Form 4
August 05, 2010

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 *
ENVESTNET GROUP INC

2. Issuer Name and Ticker or Trading Symbol
ENVESTNET, INC. [ENV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
35 EAST WACKER DRIVE, SUITE 2400

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2010

____ Director
____ Officer (give title below) Other (specify below)
____ 10% Owner
____ Former 10% Owner

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHICAGO, IL 60601

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/03/2010		C ⁽¹⁾		5,160,000	A	10,680,000
Common Stock	08/03/2010		J ⁽²⁾		10,680,000	D	0

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

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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)				
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares		
Series A Preferred Stock ⁽¹⁾	<u>(1)</u>	08/03/2010		C	5,160,000 <u>(3)</u>	<u>(1)</u>	<u>(1)</u>	Common Stock	5,160,000		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ENVESTNET GROUP INC
35 EAST WACKER DRIVE, SUITE 2400
CHICAGO, IL 60601

Former 10% Owner

Signatures

/s/ Shelly O'Brien, by power of attorney for the EnvestNet
Group, Inc.

08/05/2010

 **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) On August 3, 2010, each share of the Issuer's Series A Preferred Stock automatically converted into 160 shares of the Issuer's Common Stock. As noted in footnote (1), the Reporting Person merged with and into the Issuer and, pursuant to the merger, the shareholders of the Reporting Person exchanged their Reporting Person common shares and preferred shares for shares of the Issuer's common stock, including the officers, directors and entities associated with 10% stockholders of the issuer referred to above.

(2) On August 3, 2010, the Reporting Person merged with and into the Issuer, with the Issuer being the surviving entity. Pursuant to the merger, all of the shareholders of the Reporting Person exchanged their Reporting Person common shares and preferred shares for shares of the Issuer's Common Stock and all of the Issuer common shares and preferred shares that were held by the Reporting Person became part of the Issuer's treasury stock. The shareholders of the Reporting Person included the following officers, directors and entities associated with 10% stockholders of the Issuer: AOS Partners, L.P., GRPVC, L.P., GRP II Investors, L.P., GRP II Partners, L.P., Apex Investment Fund IV, L.P., Apex Strategic Partners IV, LLC, Apex Investment Fund V, L.P., James Johnson, Judson Bergman, Ross Chapin, The Tahoma Fund, L.L.C., Brandon Thomas, Shelly O'Brien and William Crager.

(3) On August 3, 2010, each share of the Issuer's Series A Preferred Stock automatically converted into 160 shares of the Issuer's Common Stock. This number reflects that conversion and does not represent the actual number of shares of Issuer's Series A Preferred Stock previously owned by the Reporting Person.

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.