

ENVESTNET, INC.
Form 4
March 03, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Thomas Brandon

(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)
02/28/2015

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 Investment 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 02/28/2015 | | M ⁽¹⁾ | 3,436 A \$ 0 | 226,119 | D | |
| Common Stock | 02/28/2014 | | F | 1,065 ⁽²⁾ D \$ 0 | 225,054 | D | |
| Common Stock | | | | | 13,938 | I | See footnote ⁽³⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 5 | | | | | 11/14/2006 ⁽³⁾ 11/14/2015 | Common Stock 32 |
| Employee Stock Option (Right to Buy) | \$ 7.5 | | | | | 11/14/2006 ⁽³⁾ 11/14/2015 | Common Stock 32 |
| Employee Stock Option (Right to Buy) | \$ 7.5 | | | | | 04/26/2007 ⁽⁴⁾ 04/26/2017 | Common Stock 12 |
| Employee Stock Option (Right to Buy) | \$ 7.5 | | | | | 04/30/2009 ⁽⁵⁾ 04/30/2018 | Common Stock 9 |
| Employee Stock Option (Right to Buy) | \$ 7.15 | | | | | 05/15/2010 ⁽⁴⁾ 05/15/2019 | Common Stock 6 |
| Employee Stock Option (Right to Buy) | \$ 9 | | | | | 07/28/2011 ⁽⁴⁾ 02/28/2020 | Common Stock 62 |
| Employee Stock Option | \$ 12.55 | | | | | 02/28/2012 ⁽³⁾ 02/28/2021 | Common Stock 10 |

| | | | | | | | | | | |
|--------------------------------------|----------------|------------|---|-------|--|---------------------------|------------|--------------|----|--|
| (Right to Buy) | | | | | | | | | | |
| Employee Stock Option (Right to Buy) | \$ 12.45 | | | | | 02/28/2013 ⁽³⁾ | 02/28/2022 | Common Stock | 7, | |
| Employee Stock Option (Right to Buy) | \$ 15.34 | | | | | 02/28/2014 ⁽³⁾ | 02/28/2023 | Common Stock | 8, | |
| Employee Stock Option (Right to Buy) | \$ 41.84 | | | | | 02/28/2015 ⁽³⁾ | 02/28/2024 | Common Stock | 6, | |
| Employee Stock Option (Right to Buy) | \$ 53.88 | 02/28/2015 | A | 4,800 | | ⁽⁸⁾ | 02/28/2025 | Common Stock | 4, | |
| Restricted Stock Award | ⁽⁶⁾ | 02/28/2015 | M | 1,063 | | ⁽¹⁰⁾ | 02/28/2015 | Common Stock | 1, | |
| Restricted Stock Award | ⁽⁶⁾ | 02/28/2015 | M | 1,040 | | ⁽¹¹⁾ | 02/28/2016 | Common Stock | 1, | |
| Restricted Stock Award | ⁽⁶⁾ | 02/28/2015 | M | 1,333 | | ⁽¹²⁾ | 02/28/2017 | Common Stock | 1, | |
| Restricted Stock Award | ⁽⁶⁾ | 02/28/2015 | A | 3,200 | | ⁽⁷⁾ | 02/28/2018 | Common Stock | 3, | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Thomas Brandon 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601 | | | Chief Investment Officer | |

Signatures

/s/ Shelly O'Brien, by power of attorney for Brandon
Thomas

03/03/2015

__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) Represents the conversion upon vesting of restricted stock awards into common stock (the "Converted Common Stock "). The reporting person was granted 3,189 restricted stock units on February 29, 2012, 3,120 restricted stock units on February 28, 2013 and 4,000 restricted stock units on February 28, 2014 of which 1/3 of the shares subject to the restricted stock units of each grant vested on February 28, 2014. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on March 2, 2012 and March 4, 2013 and March 4, 2014.
 - (2) The reporting person is reporting the withholding by Envestnet, Inc. of 1,065 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the delivery of the Converted Common Stock to the reporting person on February 28, 2015.
 - (3) Represents shares held by a trust in which Mr. Thomas is the trustee.
 - (4) 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) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
 - (6) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock
 - (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.
 - (8) 6,000 options were granted to the Reporting Person on February 28, 2015. Such options vest in three equal installments annually beginning on the first anniversary of the date of grant (2/28/2015).
 - (9) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.
 - (10) The reporting person was granted 3,189 restricted stock units on February 29, 2012 of which 1/3 of the shares subject to the restricted stock award of each grant vested on February 28, 2014. The common stock into which such vested restricted stock units converted on February 28, 2015 is reported in Table I on this Form 4. This grant was fully vested on 2/28/2015.
 - (11) The reporting person was granted 3,120 restricted stock units on February 28, 2013, of which 1/3 of the shares subject to the restricted stock award of each grant vested on February 28, 2014. The common stock into which such vested restricted stock units converted on February 28, 2015 is reported in Table I on this Form 4. 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.
 - (12) The reporting person was granted 4,000 restricted stock units on February 28, 2014, of which 1/3 of the shares subject to the restricted stock award of each grant vested on February 28, 2014. The common stock into which such vested restricted stock units converted on February 28, 2015 is reported in Table I on this Form 4. 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.

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.