

ENVESTNET, INC.  
Form 4  
May 13, 2016

**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 \*  
Bergman Judson

(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)  
05/12/2016

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 Executive 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock                    |                                      |                                                    |                                | (A) or (D) Price                                                  | 649,106                                                                                       | D                                                        |                                   |

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)**

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| 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                                                       |
| Employee Stock Option (Right to Buy)       | \$ 7.5                                                 |                                      |                                                    |                                |                                                                                         | 04/26/2007 <sup>(1)</sup> 04/26/2017                     | Common Stock                                                |
| Employee Stock Option (Right to Buy)       | \$ 7.5                                                 |                                      |                                                    |                                |                                                                                         | 04/30/2009 <sup>(1)</sup> 04/30/2018                     | Common Stock                                                |
| Employee Stock Option (Right to Buy)       | \$ 7.15                                                |                                      |                                                    |                                |                                                                                         | 05/15/2010 <sup>(1)</sup> 05/15/2019                     | Common Stock                                                |
| Employee Stock Option (Right to Buy)       | \$ 9                                                   |                                      |                                                    |                                |                                                                                         | 07/28/2011 <sup>(2)</sup> 07/28/2020                     | Common Stock                                                |
| Employee Stock Option (Right to Buy)       | \$ 12.55                                               |                                      |                                                    |                                |                                                                                         | 02/28/2012 <sup>(2)</sup> 02/28/2021                     | Common Stock                                                |
| Employee Stock Option (Right to Buy)       | \$ 12.45                                               |                                      |                                                    |                                |                                                                                         | 02/28/2013 <sup>(2)</sup> 02/28/2022                     | Common Stock                                                |
| Employee Stock Option (Right to Buy)       | \$ 15.34                                               |                                      |                                                    |                                |                                                                                         | 02/28/2014 <sup>(2)</sup> 02/28/2023                     | Common Stock                                                |
| Employee Stock Option (Right to Buy)       | \$ 41.84                                               |                                      |                                                    |                                |                                                                                         | 02/28/2015 <sup>(2)</sup> 02/28/2024                     | Common Stock                                                |
| Employee Stock Option (Right to Buy)       | \$ 53.88                                               |                                      |                                                    |                                |                                                                                         | 02/29/2016 <sup>(2)</sup> 02/28/2025                     | Common Stock                                                |
|                                            | \$ 20.51                                               |                                      |                                                    |                                |                                                                                         | 02/28/2017 <sup>(7)</sup> 02/28/2026                     |                                                             |



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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 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.

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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