

D'Arrigo Peter
Form 4
August 31, 2017

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

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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 *
D'Arrigo Peter

(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)
08/29/2017

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 Financial 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/29/2017		M ⁽¹⁰⁾	353 A <u>(10)</u>	12,829	D	
Common Stock	08/29/2017		F ⁽¹¹⁾	166 D \$ 42.65	12,663	D	

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.5					06/16/2008 ⁽¹⁾ 06/06/2018	Common Stock 173,4
Employee Stock Option (Right to Buy)	\$ 9					07/28/2011 ⁽²⁾ 07/28/2020	Common Stock 86,0
Employee Stock Option (Right to Buy)	\$ 12.55					02/28/2012 ⁽³⁾ 02/28/2021	Common Stock 10,0
Employee Stock Option (Right to Buy)	\$ 12.45					02/28/2013 ⁽³⁾ 02/28/2022	Common Stock 10,1
Employee Stock Option (Right to Buy)	\$ 15.34					02/28/2014 ⁽³⁾ 02/28/2023	Common Stock 8,00
Employee Stock Option (Right to Buy)	\$ 41.84					02/28/2015 ⁽³⁾ 02/28/2024	Common Stock 10,6
Employee Stock Option (Right to Buy)	\$ 53.88					02/28/2016 ⁽³⁾ 02/27/2025	Common Stock 8,25
Employee Stock Option (Right to Buy)	\$ 20.51					02/28/2017 ⁽⁷⁾ 02/28/2026	Common Stock 4,23

Employee Stock Option (Right to Buy)	\$ 31.7				03/28/2018 ⁽⁷⁾	03/28/2027	Common Stock	3,85
Restricted Stock Units	(4)				(6)	02/28/2018	Common Stock	1,834
Restricted Stock Units	(4)	08/29/2017	M	353	(8)	02/28/2019	Common Stock	35
Performance Stock Unit Award	(4)				(9)	05/12/2019	Common Stock	20,000 ⁽⁵⁾
Restricted Stock Units	(4)				(8)	03/28/2020	Common Stock	11,500 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
D'Arrigo Peter 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601			Chief Financial Officer	

Signatures

/s/ Shelly O'Brien, by power of attorney for Peter D'Arrigo

08/31/2017

^{**}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) 220,000 options were granted to the Reporting Person on 6/16/2008. Such options, which vested in four equal installments, became fully vested on 4/30/2011.
- (2) This option grant vests over a 4 year period; one-fourth of the total amount vests on each anniversary of the date of grant.
- (3) This option grant vests over a 3 year period; one-third of the total amount vests on each anniversary of the date of grant.
- (4) Each restricted stock unit or performance stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (5) Each restricted stock unit or performance stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- (6) These restricted stock units vests over a 3-year period; one-third of the total amount vests on each anniversary of the date of grant.
- (7) This option grant vests over a 3 year period; one-third of the total amount vests on the first anniversary of the date of grant and one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.
- (8) These restricted stock units vest over a 3-year period; one-third of the total amount vests on the first anniversary of the date of the grant of restricted stock units and then one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.
- (9) 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,

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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.

Represents the issuance of Envestnet, Inc. common stock upon the vesting of restricted stock units effective August 29, 2017 (the "August Vested Restricted Stock Units"). Restricted stock units convert into common stock on a one-for-one basis. The reporting person

(10) was granted 4,235 restricted stock units on February 29, 2016 of which one-twelfth of the total amount vested on August 29, 2017. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on March 2, 2016.

The reporting person is reporting the withholding by Envestnet, Inc. of 166 shares of common stock to satisfy the reporting person's tax

(11) withholding obligations in connection with the vesting for tax purposes of the August Vested Restricted Stock Units to the reporting person on August 29, 2017.

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.