

Smith Gregory A  
Form 4  
August 31, 2017

**FORM 4**

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

OMB APPROVAL

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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 \*  
Smith Gregory A

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)  
08/29/2017

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock                    | 08/29/2017                           |  | M(6)                           | 55 A (6)  | 5,744   | 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Director Stock Option (Right to Buy)       | \$ 20.51   |                                      |  |                                |   | 02/28/2017 <sup>(1)</sup> 02/28/2026                     | Common Stock  | 5,210                         |
| Director Stock Option (Right to Buy)       | \$ 31.7  |                                      |  |                                |   | 03/28/2018 <sup>(7)</sup> 03/28/2027                     | Common Stock  | 2,828                         |
| Restricted Stock Units                     | <sup>(2)</sup>   | 08/29/2017                           |  | M                              | 55  | <sup>(3)</sup> 02/28/2019                                | Common Stock  | 55                            |
| Restricted Stock Units                     | <sup>(2)</sup>   |                                      |  |                                |   | <sup>(4)</sup> 02/28/2018                                | Common Stock  | 1,463 <sup>(5)</sup>          |
| Restricted Stock Units                     | <sup>(2)</sup>   |                                      |  |                                |   | <sup>(3)</sup> 03/28/2020                                | Common Stock  | 2,585 <sup>(5)</sup>          |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Smith Gregory A<br>35 EAST WACKER DRIVE<br>SUITE 2400<br>CHICAGO, IL 60601 | X             |           |         |       |

## Signatures

/s/ Shelly O'Brien, by power of attorney for Gregory A. Smith 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) This option grant vests over a 4 year period; one-fourth of the total amount vests on the first anniversary of the date of grant and 1/36 of the total amount vests on each one-month anniversary of the date of grant thereafter.
- (2) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock.
- (3) 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.
- (4) These restricted stock unit vests over a 2- year period; 40% of the total amount vests on the date of the grant; and then 30% of the total amount vests on each anniversary of the date of the grant thereafter.
- (5) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.  
Represents the issuance of Envestnet, Inc. common stock upon the vesting of restricted stock units effective August 29, 2017. Restricted stock units convert into common stock on a one-for-one basis. The reporting person was granted 663 stock units on February 29, 2016 of
- (6) which one-third of the total amount vested on February 28, 2017 (the first anniversary of the date of grant) and then one-twelfth of the total amount vests on each three-month anniversary. 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.
- (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.

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.