

ENVESTNET, INC.
Form 4
September 01, 2010

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 *
AOS Partners, LP

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)
08/31/2010

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ 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
__X__ 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)
			Code	V Amount or (D) Price			
Common Stock	08/31/2010		S	102,634 (1)	D \$ 9 6,801,017	D	

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 number.

SEC 1474 (9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AOS Partners, LP 35 EAST WACKER DRIVE, SUITE 2400 CHICAGO, IL 60601		X		
GRP II Investors, L.P. 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601		X		
GRP II Partners, L.P. 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601		X		
GRPVC, L.P. 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601		X		

Signatures

/s/ Shelly O'Brien, by power of attorney for AOS Partners, L.P.	09/01/2010
__Signature of Reporting Person	Date
/s/ Shelly O'Brien, by power of attorney for GRP II Investors, L.P.	09/01/2010
__Signature of Reporting Person	Date
/s/ Shelly O'Brien, by power of attorney for GRP II Partners, L.P.	09/01/2010
__Signature of Reporting Person	Date
/s/ Shelly O'Brien, by power of attorney for GRPVC, L.P.	09/01/2010

__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).

On August 31, 2010, the issuer closed the underwriters' overallotment option to purchase up to 15% more shares from the issuer and its (1) selling stockholders pursuant the issuer's initial public offering ("IPO"). Shares were sold ratably based on shares sold in the IPO, at the same terms as the IPO.

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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