

ENVESTNET, INC.  
Form 4  
October 15, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Sisteron Yves

(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)  
10/11/2013

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)

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 Ownership (Instr. 4) |           |   |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |           |   |   |
| Common Stock                    | 10/11/2013                           |  | S                              |   | 439,904   | D  | \$ 29.25                                   | 1,155,842 | I | GRPVC L P, now known as Upfront GP II, L.P (1) (2)      |
| Common Stock                    | 10/11/2013                           |  | S                              |   | 102,514   | D  | \$ 29.25                                   | 106,642   | I | GRP II Partners, L.P., now known as Upfront II Partners |

|              |            |   |         |   |          |   |   |  |
|--------------|------------|---|---------|---|----------|---|---|--|
| Common Stock | 10/11/2013 | S | 449,411 | D | \$ 29.25 | 0 | I | L.P. <sup>(1)</sup> <sup>(2)</sup><br>GRP II Investors, L.P., now known as Upfront II Investors, L.P |
|--------------|------------|---|---------|---|----------|---|---|--|

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

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(9-02)

**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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                         |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |  |  |

## Reporting Owners

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

## Signatures

/s/ Shelly O'Brien, by power of attorney for Yves Sisteron 10/15/2013

\_\_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).

GRPVC L P, now known as Upfront GP II, L.P., is the general partner of GRP II Partners, L.P., now known as Upfront II Partners L.P., GRP Management Services Corporation is the general partner of each of Upfront GP II, L.P. and GRP II Investors, L.P., now known as Upfront II Investors, L.P. Mr. Sisteron, together with Steven Dietz and Brian McLoughlin, is an officer of GRP Management Services

- (1) Corporation. Mr. Sisteron, together with Herve Defforey, Steven Dietz, Brian McLoughlin and Mark Suster, is a member of the investment committee of Upfront II Partners, L.P. Pursuant to contractual arrangements, Upfront II Investors, L.P. has granted GRP Management Services Corporation the authority to vote and dispose of the shares held by it in the same manner as the investment committee votes or disposes of the shares held by Upfront II Partners, L.P. (Continued to footnote 2)

While Mr. Sisteron may be deemed to possess indirect beneficial ownership of the shares owned by Upfront GP II, L.P, Upfront II

- (2) Partners, L.P. and Upfront II Investors, L.P., he does not have sole voting or investment power with respect to such shares and, as a result, disclaims beneficial ownership of any and all such shares except to the extent of his pecuniary interests therein.

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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