ENVESTNET, INC.
Form 4
January 05, 2017

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
O'Brien Shelly

(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)
01/03/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Legal Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/03/2017		M		4,500 (2)	A	$ 7.5	10,240	D	
Common Stock	01/03/2017		S		4,500 (2)	D	$ 35.45 (3)	5,740	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)

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 Amou Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Employee Stock Option (Right to Buy)	$ 7.5	01/03/2017		M			4,500	04/26/2007[(1)(4)]	04/26/2017	Common Stock	20,9
Employee Stock Option (Right to Buy)	$ 7.5							04/30/2009[(5)]	04/30/2018	Common Stock	5,0
Employee Stock Option (Right to Buy)	$ 7.15							05/15/2010[(6)]	05/15/2019	Common Stock	2,0
Employee Stock Option (Right to Buy)	$ 9							07/28/2011[(5)]	07/28/2020	Common Stock	18,3
Employee Stock Option (Right to Buy)	$ 12.55							02/28/2012[(5)]	02/28/2021	Common Stock	3,3
Employee Stock Option (Right to Buy)	$ 12.45							02/28/2013[(5)]	02/28/2022	Common Stock	3,3
Employee Stock Option	$ 15.34							02/28/2014[(5)]	02/28/2023	Common Stock	7,1

(Right to Buy)						
Employee Stock Option (Right to Buy)	$ 41.84		02/28/2015[5]	02/28/2024	Common Stock	5,5
Employee Stock Option (Right to Buy)	$ 53.88		02/29/2016[5]	02/28/2025	Common Stock	4,8
Employee Stock Option (Right to Buy)	$ 20.51		02/28/2017[6]	02/28/2026	Common Stock	2,4
Restricted Stock Award	[7]		[9]	02/28/2017	Common Stock	1,2 [8]
Restricted Stock Award	[7]		[9]	02/28/2018	Common Stock	2,1 [8]
Restricted Stock Award	[7]		[10]	02/28/2019	Common Stock	2,4 [8]
Restricted Stock Award	[7]		[11]	08/02/2019	Common Stock	25,([8]

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Brien Shelly 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601			Chief Legal Officer	

Signatures

/s/ Shelly O'Brien	01/05/2017
**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) A total of 80,000 options were granted on 04/26/2007. 20,903 options were vested and exercisable as of 1/3/2017.

(2) Option exercise and sale pursuant to a 10b5-1 plan established to allow the exercise and sale of options which will be forfeited if not exercised prior to the April 26, 2017 expiration date.

(3) The shares reported in column 4 were sold in one transaction with a price of $35.45 per share.

(4) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.

(5) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.

(6) 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.

(7) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock

(8) Each restricted award represents the contingent right to receive one share of common stock upon the vesting of the unit.

(9) This restricted stock award vests in three equal installments annually beginning on the first anniversary of the date of the grant of restricted stock.

(10) This restricted stock unit vests over a 3 year period, with 1/3 of the shares vesting on the first anniversary of the date of grant and one-twelfth of the total amount vesting on each three-month anniversary of the date of grant.

(11) 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.

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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