

ENVESTNET, INC.  
Form 3  
December 18, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Majoros Matthew		(Month/Day/Year)	ENVESTNET, INC. [ENV]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
35 EAST WACKER DRIVE,Â SUITE 2400		12/12/2013	(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
CHICAGO,Â ILÂ 60601			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			Principal Accounting Officer	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	895	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (1)	02/22/2020	Common Stock	1,000	\$ 13.45	D	Â
Stock Option (right to buy)	Â (2)	07/28/2020	Common Stock	3,000	\$ 9	D	Â
Restricted Stock Award	Â (4)	02/28/2021	Common Stock	167	\$ (3)	D	Â
Restricted Stock Award	Â (5)	02/28/2022	Common Stock	567	\$ (3)	D	Â
Restricted Stock Award	Â (6)	02/28/2023	Common Stock	862	\$ (3)	D	Â
Restricted Stock Award	Â (7)	06/28/2013	Common Stock	711	\$ (3)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Majoros Matthew 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601	Â	Â	Â Principal Accounting Officer	Â

## Signatures

/s/ Shelly O'Brien, by power of attorney for Matthew Majoros

12/18/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) 1,000 options were granted to the Reporting Person on 2/22/2010. Of such 1,000 options, 333 vested on 2/22/2011, 333 vested on 2/22/2012 and 334 vested on 2/22/2013.
- (2) 3,000 options were granted to the Reporting Person on 7/28/2010. Of such 3,000 options, 750 vested on 7/28/2011, 750 vested on 7/28/2012, 750 vested on 7/28/2013 and the remaining 750 will vest on 7/28/2014.
- (3) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of this unit.  
On February 28, 2011, the Reporting Person was granted 500 restricted stock units, of which 2/3 of the shares subject to the restricted stock award vested on February 29, 2012 and February 28, 2013. The common stock into which such vested restricted stock units converted on February 29, 2012 and February 28, 2013 respectively. The aggregate number of shares minus withholding by Envestnet, Inc. of shares of common stock to satisfy the Reporting Person's tax withholding obligations in connection with the delivery of the Converted Common Stock is included in Table I on this Form 3. The remaining unvested restricted stock units will continue to vest as to 1/3 of the original number of shares subject to the restricted stock awards on each succeeding February 28th until fully vested.
- (5) On February 29, 2012, the Reporting Person was granted 850 restricted stock units, of which 1/3 of the shares subject to the restricted stock award vested on February 28, 2013. The common stock into which such vested restricted stock units converted on February 28,

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2013. The aggregate number of shares minus withholding by Envestnet, Inc. of shares of common stock to satisfy the Reporting Person's tax withholding obligations in connection with the delivery of the Converted Common Stock is included in Table I on this Form 3. The remaining unvested restricted stock units will continue to vest as to 1/3 of the original number of shares subject to the restricted stock awards on each succeeding February 28th until fully vested.

- (6) This restricted stock award vests in three installments beginning on the first anniversary of the date of the grant of restricted stock.
- (7) This restricted stock award vests 100% on 6/28/2014, the anniversary of the date of the grant of restricted stock.

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.