

ENVESTNET, INC.  
Form 8-K  
May 19, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report: **May 19, 2014**

Date of Earliest Event Reported: **May 14, 2014**

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**ENVESTNET, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or Other Jurisdiction)

**001-34835**  
(Commission)

**20-1409613**  
(I.R.S. Employer)

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of Incorporation)

File Number)

Identification Number)

**35 East Wacker Drive, Suite 2400**

**Chicago, Illinois**  
(Address of principal executive offices)

**60601**  
(Zip Code)

**(312) 827-2800**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240-13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

At the 2014 Annual Meeting held on May 14, 2014 the Company's stockholders voted on (1) the election of three Class I directors nominated by the Board of Directors to serve until the 2017 Annual Meeting of Shareholders and until their successors are elected and qualified; (2) the approval of the advisory vote on executive compensation; (3) the ratification of the selection of KPMG LLP as independent auditors for the fiscal year ending December 31, 2014 and (4) the approval of the 2010 Long-Term Incentive Plan for the purposes of Section 162(m) of the Internal Revenue Code.

The table below sets forth the number of votes cast for and against for each matter voted upon by the Company's shareholders.

**PROPOSAL 1**

Election of Directors to serve until the 2017 Annual Meeting of Stockholders.

| NOMINEE      | FOR        | WITHHELD | BROKER NON-VOTES |
|--------------|------------|----------|------------------|
| Ross Chapin  | 28,362,583 | 454,444  | 3,290,489        |
| Cynthia Egan | 28,397,575 | 419,452  | 3,290,489        |
| Gates Hawn   | 28,354,587 | 462,440  | 3,290,489        |

**PROPOSAL 2**

The approval of the advisory vote on executive compensation.

|                   | SHARES     |
|-------------------|------------|
| For:              | 28,323,618 |
| Against:          | 390,769    |
| Abstain:          | 102,640    |
| Broker Non-Votes: | 3,290,489  |

**PROPOSAL 3**

The ratification of the selection of KPMG LLP as independent auditors for the fiscal year ending December 31, 2014.

|                   | <b>SHARES</b> |
|-------------------|---------------|
| For:              | 31,951,363    |
| Against:          | 5,960         |
| Abstain:          | 150,193       |
| Broker Non-Votes: | 0             |

**PROPOSAL 4**

The approval of the 2010 Long-Term Incentive Plan for the purposes of Section 162(m) of the Internal Revenue Code.

|                  | <b>SHARES</b> |
|------------------|---------------|
| For:             | 27,999,643    |
| Against:         | 722,686       |
| Abstain:         | 94,698        |
| Broker Non-Votes | 3,290,489     |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**ENVESTNET, INC.**

Dated: May 19, 2014

By:

/s/ Shelly O Brien  
Shelly O Brien  
Chief Legal Officer, General Counsel  
and Corporate Secretary