

ENVESTNET, INC.  
Form 4  
August 13, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Roame Charles

(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)  
08/13/2015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 08/13/2015                           |  | P                              | 415 A \$ 35.45  | 415   | D  |                                   |
| Common Stock                    | 08/13/2015                           |  | G                              | 415 D \$ 0  | 4,884   | I  | See Footnote (1)                  |

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

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SEC 1474 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Director Stock Option (Right to Buy)       | \$ 12.45   |                                      |  |                                |   | 02/28/2013 <sup>(2)</sup> 02/28/2022                     | Common Stock  | 2,334                         |
| Director Stock Option (Right to Buy)       | \$ 15.34   |                                      |  |                                |   | 02/28/2014 <sup>(2)</sup> 02/28/2023                     | Common Stock  | 8,116                         |
| Director Stock Option (Right to Buy)       | \$ 41.84   |                                      |  |                                |   | 02/28/2015 <sup>(2)</sup> 02/28/2024                     | Common Stock  | 3,506                         |
| Director Stock Option (Right to Buy)       | \$ 55.29   |                                      |  |                                |   | 02/28/2016 <sup>(2)</sup> 02/28/2025                     | Common Stock  | 2,913                         |
| Restricted Stock Award                     | <sup>(3)</sup>   |                                      |  |                                |   | <sup>(4)</sup> 10/29/2015                                | Common Stock  | 283                           |
| Restricted Stock Award                     | <sup>(3)</sup>   |                                      |  |                                |   | <sup>(5)</sup> 07/30/2016                                | Common Stock  | 327                           |

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director   10% Owner   Officer   Other

Roame Charles  
35 EAST WACKER DRIVE  
SUITE 2400  
CHICAGO, IL 60601

X

## Signatures

/s/ Shelly O'Brien, by power of attorney for Charles  
Roame

08/13/2015

\_\_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) Represents shares held by a trust in which Mr. Roame is the trustee.
- (2) Original option grant vests monthly over a 4 year period, except that the shares that would otherwise vest over the first 12 months shall not vest until the first anniversary of the grant.as listed in the "Date Exercisable" column.
- (3) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock.

(4) The reporting person was granted 567 restricted stock units on October 29, 2013, of which 1/2 of the shares subject to the restricted stock units of the grant vested on October 29, 2014. The common stock into which such vested restricted stock units converted on October 29, 2014 is reported in Table I on a Form 4 filed on October 31, 2014. The remaining unvested restricted stock units will continue to vest as to 1/2 of the original number of shares subject to the restricted stock awards on October 29, 2015.

(5) The reporting person was granted 327 restricted stock units on July 30, 2014, of which 1/2 of the shares subject to the restricted stock units of the grant vested on July 30, 2015. The common stock into which such vested restricted stock units converted on July 30, 2015 is reported in Table I on this Form 4. The remaining unvested restricted stock units will continue to vest as to 1/2 of the original number of shares subject to the restricted stock awards on July 30, 2016.

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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