

ENVESTNET, INC.
Form 4
September 30, 2015

FORM 4

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

OMB APPROVAL

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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 *
Thomas Brandon

(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)
09/29/2015

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)

Chief Investment Officer

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 or (D) Price | | | |
| Common Stock | 09/29/2015 | | M | 12,142 (2) A \$ 5 | 237,196 | D | |
| Common Stock | 09/29/2015 | | S | 2,363 (2) D \$ 29.9 (3) | 234,833 | D | |
| Common Stock | 09/29/2015 | | S | 4,412 (2) D \$ 30.07 (3) | 230,421 | D | |
| Common Stock | | | | | 13,938 | I | See footnote (4) |

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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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 5 | 09/29/2015 | | M | 12,142 | 11/14/2006 ⁽¹⁾⁽⁵⁾ | 11/14/2015 | Common Stock | 12 |
| Employee Stock Option (Right to Buy) | \$ 7.5 | | | | | 04/26/2007 ⁽⁵⁾ | 04/26/2017 | Common Stock | 12 |
| Employee Stock Option (Right to Buy) | \$ 7.5 | | | | | 04/30/2009 ⁽⁵⁾ | 04/30/2018 | Common Stock | 9 |
| Employee Stock Option (Right to Buy) | \$ 7.15 | | | | | ⁽⁶⁾ | 04/30/2018 | Common Stock | 6 |
| Employee Stock Option (Right to Buy) | \$ 9 | | | | | 07/28/2011 | 02/28/2020 | Common Stock | 62 |
| Employee Stock Option | \$ 12.55 | | | | | 02/28/2012 ⁽⁵⁾ | 02/28/2021 | Common Stock | 10 |

| | | | | | |
|--------------------------------------|----------|--|----------------------------|------------|----------------|
| (Right to Buy) | | | | | |
| Employee Stock Option (Right to Buy) | \$ 12.45 | | 02/28/2013 ⁽⁵⁾ | 02/28/2022 | Common Stock 7 |
| Employee Stock Option (Right to Buy) | \$ 15.34 | | 02/28/2014 ⁽⁵⁾ | 02/28/2023 | Common Stock 8 |
| Employee Stock Option (Right to Buy) | \$ 41.84 | | 02/28/2015 ⁽⁵⁾ | 02/28/2024 | Common Stock 6 |
| Employee Stock Option (Right to Buy) | \$ 53.88 | | 02/29/2016 ⁽⁷⁾ | 02/28/2025 | Common Stock 4 |
| Restricted Stock Award | (8) | | 02/29/2016 ⁽¹⁰⁾ | 02/28/2016 | Common Stock 1 |
| Restricted Stock Award | (8) | | 02/29/2016 ⁽¹⁰⁾ | 02/28/2017 | Common Stock 2 |
| Restricted Stock Award | (8) | | 02/29/2016 ⁽¹⁰⁾ | 02/28/2018 | Common Stock 3 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Thomas Brandon 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601 | | | Chief Investment Officer | |

Signatures

/s/ Shelly O'Brien, by power of attorney for Brandon Thomas

09/30/2015

__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) A total of 32,500 options were granted on 11/14/2005. 12,142 options were vested and exercisable as of 9/29/2015.
- (2) Open market exercise of an Envestnet, Inc. stock option by means of a cashless-sell-to-cover method (selling enough shares to cover option share purchase price, fee and taxes, then retaining the remaining shares).
- (3) The prices reported in column 4 are weighted average prices. 2,363 shares were sold in multiple transactions at prices ranging from \$29.85 to \$29.93, inclusive and 4,412 shares were sold in multiple transactions at prices ranging from \$30.00 to \$30.21 inclusive.
- (4) Represents shares held by a trust in which Mr. Thomas is the trustee.
- (5) Original option grant vests in four installments beginning on the first date of grant and thereafter on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (6) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (7) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (8) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (9) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.
- (10) This restricted stock award vests in three installments beginning on the first 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.