

ENVESTNET, INC.

Form 4

May 03, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mayer Joshua

(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)

05/02/2017

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 ____ Other (specify
below) below)

Chief Operating 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 Ownership (Instr. 4)
Common Stock	05/02/2017		M ⁽⁹⁾	3,750 A \$ 0	13,648	D	
Common Stock	05/02/2017		F	1,144 ⁽¹⁰⁾ D \$ 0	12,504	D	
Common Stock					42	I	By Wife

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.15					05/15/2010 ⁽¹⁾	05/15/2019	Common Stock	800
Employee Stock Option (Right to Buy)	\$ 9					07/28/2011 ⁽²⁾	02/28/2020	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 12.55					02/28/2012 ⁽¹⁾	02/28/2021	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 12.45					02/28/2013 ⁽¹⁾	02/28/2022	Common Stock	4,418
Employee Stock Option (Right to Buy)	\$ 15.34					02/28/2014 ⁽¹⁾	02/28/2023	Common Stock	8,000
Employee Stock Option (Right to Buy)	\$ 41.84					02/28/2015 ⁽¹⁾	02/28/2024	Common Stock	6,200
	\$ 53.88					02/28/2016 ⁽¹⁾	02/28/2025		6,000

Employee Stock Option (Right to Buy)								Common Stock	
Employee Stock Option (Right to Buy)	\$ 20.51				02/28/2017 ⁽³⁾	02/28/2026		Common Stock	3,234
Employee Stock Option (Right to Buy)	\$ 31.7				03/28/2018 ⁽³⁾	03/28/2027		Common Stock	2,233
Restricted Stock Units	⁽⁴⁾				⁽⁶⁾	02/28/2017		Common Stock	1,334 ⁽⁵⁾
Restricted Stock Units	⁽⁴⁾				⁽⁷⁾	02/28/2019		Common Stock	2,156 ⁽⁵⁾
Restricted Stock Units	⁽⁴⁾	05/02/2017	M	3,750	⁽⁸⁾	08/02/2019		Common Stock	3,750
Restricted Stock Units	⁽⁴⁾				⁽⁷⁾	03/28/2020		Common Stock	6,700 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mayer Joshua 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601			Chief Operating Officer	

Signatures

/s/ Shelly O'Brien, by power of attorney for Joshua Mayer 05/03/2017

 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) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (2) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (3) 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.
- (4) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (5) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- (6) The reporting person was granted 4,000 restricted stock units on February 28, 2015. 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.
- (7) These restricted stock units vest 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.
- (8) These restricted stock units vest over a 3 year period, with one-twelfth of the total amount vesting on each three-month anniversary of the date of grant.
- (9) Represents the restricted shares of Envestnet, Inc. common stock that became vested for tax purposes effective May 2, 2017 (the "May Vested Restricted Shares"). The reporting person was granted 45,000 restricted stock units on August 2, 2016 of which one-twelfth of the total amount vested on May 2, 2017. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on August 4, 2016.
- (10) The reporting person is reporting the withholding by Envestnet, Inc. of 1,144 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the vesting for tax purposes of the May Vested Restricted Shares to the reporting person on May 2, 2017.

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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