

Bergman Judson
Form 4
August 05, 2010

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 *
Bergman Judson

(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)
08/03/2010

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)
Chairman, CEO

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 | 08/03/2010 | | J(1) | | 427,488 | A | (2) (3) |
| | | | | | 660,766 | D | |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | Amount of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Shares |
| Series A Preferred Stock | <u>(2)</u> <u>(3)</u> | 08/03/2010 | | C | | 27,680 | <u>(2)</u> <u>(3)</u> | <u>(2)</u> <u>(3)</u> | Common Stock 27,680 |
| Common Stock <u>(4)</u> | <u>(4)</u> | 08/03/2010 | | J <u>(1)</u> | | 332,975 <u>(4)</u> | <u>(2)</u> <u>(3)</u> | <u>(2)</u> <u>(3)</u> | Common Stock 332,975 |
| Series A Convertible Redeemable Preferred Stock <u>(5)</u> | <u>(5)</u> | 08/03/2010 | | J <u>(1)</u> | | 16,341 <u>(5)</u> | <u>(2)</u> <u>(3)</u> | <u>(2)</u> <u>(3)</u> | Common Stock 16,341 |
| Series B Convertible Redeemable Preferred Stock <u>(6)</u> | <u>(6)</u> | 08/03/2010 | | J <u>(1)</u> | | 30,958 <u>(6)</u> | <u>(2)</u> <u>(3)</u> | <u>(2)</u> <u>(3)</u> | Common Stock 30,958 |
| Series C-1 Convertible Redeemable Preferred Stock <u>(7)</u> | <u>(7)</u> | 08/03/2010 | | J <u>(1)</u> | | 9,767 <u>(7)</u> | <u>(2)</u> <u>(3)</u> | <u>(2)</u> <u>(3)</u> | Common Stock 9,767 |
| Series C-2 Convertible Redeemable Preferred Stock <u>(8)</u> | <u>(8)</u> | 08/03/2010 | | J <u>(1)</u> | | 9,767 <u>(8)</u> | <u>(2)</u> <u>(3)</u> | <u>(2)</u> <u>(3)</u> | Common Stock 9,767 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bergman Judson 35 EAST WACKER DRIVE, SUITE 2400 CHICAGO, IL 60601 | X | | Chairman, CEO | |

Signatures

/s/ Shelly O'Brien, by power of attorney for Judson
Bergman

08/05/2010

__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) On August 3, 2010, The EnvestNet Group, Inc. ("ENG") merged with and into the Issuer, with the Issuer being the surviving entity. Pursuant to the merger, all of the shareholders of ENG, including the Reporting Person, exchanged their ENG common shares and preferred shares for shares of the Issuer's Common Stock and all of the Issuer common shares and preferred shares that were held by ENG became part of the Issuer's treasury stock. In addition, pursuant to their terms, each series of the Issuer's outstanding preferred stock converted into shares of the Issuer's common stock upon the closing of the Issuer's initial public offering.

(2) Represents shares of the Issuer's Common Stock acquired as a result of the Reporting Person's beneficial ownership of 332,975 shares of ENG common stock, 16,341 shares of ENG Series A Convertible Redeemable Preferred Stock, 30,958 shares of ENG Series B Convertible Redeemable Preferred Stock, 9,767 shares of ENG Series C-1 Convertible Redeemable Preferred and 9,767 shares of ENG Series C-2 Convertible Redeemable Preferred Stock which, on August 3, 2010, pursuant to the terms of the merger referred to above, were exchanged for 0.0935 shares of the Issuer's Common Stock. Also represents 27,680 shares of the Issuer's Common Stock acquired as a result of the conversion of the Reporting Person's holdings of Series A Preferred Stock of the Issuer.(Continued in Footnote 3)

(3) Effective upon the closing of the Issuer's initial public offering, each share of the Issuer's Series A Preferred Stock converted into 160 shares of the Issuer's Common Stock. The Issuer's Series A Preferred Stock, the ENG common stock and the ENG preferred stock had no expiration date.

(4) Represented an interest in the number of shares of the Issuer's Common Stock indicated in Table II, Item 5 as a result of the Reporting Person's beneficial ownership of 332,975 shares of common stock of ENG. On August 3, 2010, ENG merged with and into the Issuer and each share of ENG common stock was exchanged for 0.0935 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering. This number reflects that exchange and does not represent the actual number of shares of ENG common stock previously beneficially owned by the Reporting Person.

(5) Represented an interest in the number of shares of the Issuer's Common Stock indicated in Table II, Item 5 as a result of the Reporting Person's beneficial ownership of 16,341 shares of ENG Series A Convertible Redeemable Preferred Stock. On August 3, 2010, ENG merged with and into the Issuer and each share of ENG Series A Convertible Redeemable Preferred Stock was exchanged for 0.0935 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering. This number reflects that exchange and does not represent the actual number of shares of ENG Series A Convertible Redeemable Preferred Stock previously beneficially owned by the Reporting Person.

(6) Represented an interest in the number of shares of the Issuer's Common Stock indicated in Table II, Item 5 as a result of the Reporting Person's beneficial ownership of 30,958 shares of ENG Series B Convertible Redeemable Preferred Stock. On August 3, 2010, ENG merged with and into the Issuer and each share of ENG Series B Convertible Redeemable Preferred Stock was exchanged for 0.0935 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering. This number reflects that exchange and does not represent the actual number of shares of ENG Series B Convertible Redeemable Preferred Stock previously beneficially owned by the Reporting Person.

(7) Represented an interest in the number of shares of the Issuer's Common Stock indicated in Table II, Item 5 as a result of the Reporting Person's beneficial ownership of 9,767 shares of ENG Series C-1 Convertible Redeemable Preferred Stock. On August 3, 2010, ENG merged with and into the Issuer and each share of ENG Series C-1 Convertible Redeemable Preferred Stock was exchanged for 0.0935 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering. This number reflects that exchange and does not represent the actual number of shares of ENG Series C-1 Convertible Redeemable Preferred Stock previously beneficially owned by the Reporting Person.

(8) Represented an interest in the number of shares of the Issuer's Common Stock indicated in Table II, Item 5 as a result of the Reporting Person's beneficial ownership of 9,767 shares of ENG Series C-2 Convertible Redeemable Preferred Stock. On August 3, 2010, ENG merged with and into the Issuer and each share of ENG Series C-2 Convertible Redeemable Preferred Stock was exchanged for 0.0935 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering. This number reflects that exchange and does not represent the actual number of shares of ENG Series C-2 Convertible Redeemable Preferred Stock previously beneficially owned by the Reporting Person.

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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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