

ENVESTNET, INC.  
Form 4  
March 02, 2017

**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 \*  
Smith Gregory A

2. Issuer Name and Ticker or Trading Symbol  
ENVESTNET, INC. [ENV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
35 EAST WACKER DRIVE, SUITE 2400

3. Date of Earliest Transaction (Month/Day/Year)  
02/28/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CHICAGO, IL 60601

(City) (State) (Zip)

**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	02/28/2017		M <sup>(5)</sup>	1,463 A \$ 0	5,413	D	
Common Stock	02/28/2017		M <sup>(6)</sup>	221 A \$ 0	5,634	D	

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)	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 20.51					02/28/2017 <sup>(1)</sup> 02/28/2026	Common Stock	5,210
Restricted Stock Unit	<sup>(2)</sup>	02/28/2017		A	221	<sup>(3)</sup> 02/28/2019	Common Stock	221
Restricted Stock Unit	<sup>(2)</sup>	02/28/2017		A	1,463	<sup>(4)</sup> 02/28/2018	Common Stock	1,463

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Gregory A 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601	X			

## Signatures

/s/ Shelly O'Brien, by power of attorney for Greg Smith  
03/02/2017

\*\*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 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.
- (2) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock.
- (3) These restricted stock units vest over a 3 year period, one third of the total amount vest on the first anniversary of the date of the grant of restricted stock; and then one-twelfth of the total amount vests on each three-month anniversary.

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- (4) These restricted stock units vest over a 3 year period, 40% of the total amount vests on the date of the grant of restricted stock; and then 30% of the total amount vests on February 28, 2017 and the remaining 30% vests on February 28, 2018.

Represents the conversion upon vesting of restricted stock units into common stock. The reporting person was granted 4,876 restricted stock units on February 29, 2016, of which 40% (1,950 shares) subject to the restricted stock units of the grant, vested on February 29, 2016 and 30% (1,463 shares) vested on February 28, 2017. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on March 2, 2016.

- (5) Represents the conversion upon vesting of restricted stock awards into common stock. The reporting person was granted 663 restricted stock units on February 29, 2016 of which one-third of the total amount vests on the first anniversary of the date of the grant of restricted stock; and then one-twelfth of the total amount vests on each three-month anniversary. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on March 2, 2016.

- (6) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.

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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