

Thomas Brandon  
Form 4  
August 31, 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 \*  
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)  
08/29/2017

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  | (D)  | Price                                      |
| Common Stock                    | 08/29/2017                           |  | M <sup>(10)</sup>              |   | 205   | A  | 10   |
| Common Stock                    | 08/29/2017                           |  | F <sup>(11)</sup>              |   | 67  | D  | \$ 42.65                                   |
| Common Stock                    |                                      |  |                                |   |   | I  | 13,938                                     |

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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 9   |                                      |  |                                |   | 07/28/2011 <sup>(2)</sup>                                | 07/28/2020  | Common Stock | 27,000                     |
| Employee Stock Option (Right to Buy)       | \$ 12.55   |                                      |  |                                |   | 02/28/2012 <sup>(3)</sup>                                | 02/28/2021  | Common Stock | 10,000                     |
| Employee Stock Option (Right to Buy)       | \$ 12.45   |                                      |  |                                |   | 02/28/2013 <sup>(3)</sup>                                | 02/28/2022  | Common Stock | 7,647                      |
| Employee Stock Option (Right to Buy)       | \$ 15.34   |                                      |  |                                |   | 02/28/2014 <sup>(3)</sup>                                | 02/28/2023  | Common Stock | 8,000                      |
| Employee Stock Option (Right to Buy)       | \$ 41.84   |                                      |  |                                |   | 02/28/2015 <sup>(3)</sup>                                | 02/28/2024  | Common Stock | 6,200                      |
| Employee Stock Option (Right to Buy)       | \$ 53.88   |                                      |  |                                |   | 02/29/2016 <sup>(3)</sup>                                | 02/27/2025  | Common Stock | 4,800                      |



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- (5) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (6) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- (7) These restricted stock units vest over a 3-year period; one-third of the total amount vests on each anniversary of the date of grant.
- (8) These restricted stock units vest over a 3 -year period; one-third of the total amount vests on the first anniversary of the date of the grant of restricted stock units and then one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.
- (9) These restricted stock units vest over a 3 -year period; one-twelfth of the total amount vests on each three-month anniversary of the date of grant.

- Represents the issuance of Envestnet, Inc. common stock upon the vesting of restricted stock units effective August 29, 2017 (the "August Vested Restricted Stock Units"). Restricted stock units convert into common stock on a one-for-one basis. The reporting person
- (10) was granted 2,464 restricted stock units on February 29, 2016 of which one-twelfth of the total amount vested on August 29, 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.

- The reporting person is reporting the withholding by Envestnet, Inc. of 67 shares of common stock to satisfy the reporting person's tax
- (11) withholding obligations in connection with the vesting for tax purposes of the August Vested Restricted Stock Units to the reporting person on August 29, 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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