ENVESTNET, INC. Form 4

March 18, 2015

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box

if no longer subject to Section 16.

Form 4 or Form 5 obligations

1(b).

(Last)

(City)

1.Title of

Security

(Instr. 3)

Common

Common

Stock

Stock

may continue. See Instruction

**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 \* O'Brien Shelly

(First) (Middle)

(Zip)

2. Transaction Date 2A. Deemed

35 EAST WACKER DRIVE, SUITE 03/16/2015 2400

(Street)

(State)

03/16/2015

03/16/2015

CHICAGO, IL 60601

2. Issuer Name and Ticker or Trading

Symbol

ENVESTNET, INC. [ENV]

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

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

(Month/Day/Year) Execution Date, if Code (Month/Day/Year) (Instr. 8)

S

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

(A)

Code V Amount (D) Price 500<sup>(2)</sup> A

M

500 (2) D

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

below) Chief Legal 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

Securities

Owned Following

Reported

4,025

Transaction(s) (Instr. 3 and 4)

Beneficially

5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership

(Instr. 4) (Instr. 4)

D

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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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transacti Code (Instr. 8)	Deri Secu Acq (A) Disp of (I	ivative urities uired or bosed D) tr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Employee Stock Option (Right to Buy)	\$ 7.5	03/16/2015		M		500	04/26/2007(1)(5)	04/26/2017	Common Stock	500
Employee Stock Option (Right to Buy)	\$ 7.5						04/30/2009(5)	04/30/2018	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 7.15						05/15/2010 <u>(5)</u>	05/15/2019	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 9						07/28/2011(4)	07/28/2020	Common Stock	18,36
Employee Stock Option (Right to Buy)	\$ 12.55						02/28/2012(4)	02/28/2021	Common Stock	3,331
Employee Stock Option (Right to Buy)	\$ 12.45						02/28/2013(4)	02/28/2022	Common Stock	3,339
Employee Stock	\$ 15.34						02/28/2014(4)	02/28/2023	Common Stock	7,150

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Option (Right to Buy)					
Employee Stock Option (Right to Buy)	\$ 41.84	02/28/2015(4)	02/28/2024	Common Stock	5,50
Employee Stock Option (Right to Buy)	\$ 53.88	02/29/2016(4)	02/28/2025	Common Stock	4,800
Restricted Stock Award	<u>(6)</u>	02/29/2016(7)	02/28/2016	Common Stock	933 (
Restricted Stock Award	<u>(6)</u>	02/29/2016(7)	02/28/2017	Common Stock	2,40 (8)
Restricted Stock Award	<u>(6)</u>	02/29/2016(7)	02/28/2018	Common Stock	3,20 (8)

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
·F···	Director	10% Owner	Officer	Other		
O'Brien Shelly 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601			Chief Legal Officer			

## **Signatures**

/s/ Shelly O'Brien 03/18/2015 \*\*Signature of Date

\*\*Signature of Reporting Person

### **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 80,000 options were granted on 4/26/2007. 69,903 options were vested and exercisable as of 3//16/2015.
- (2) Option exercise and sale pursuant to a 10b5-1 plan.
- (3) Share sales price.

**(4)** 

Reporting Owners 3

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Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.

- (5) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (6) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (7) Each restricted award represents the contingent right to receive one share of common stock upon the vesting of the unit.
- (8) This restricted stock award vests in three equal installments annually 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.