ENVESTNET, INC. Form 4 March 01, 2016

## FORM 4

## **OMB APPROVAL**

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

OMB 3235-0287 Number:

if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Form 4 or Form 5

Estimated average burden hours per response... 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

**SECURITIES** 

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Grinis Scott D			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			ENVESTNET, INC. [ENV] 3. Date of Earliest Transaction	(Check all applicable)			
35 EAST WA 2400	` ′	, ,	(Month/Day/Year)	Director 10% Owner _X_ Officer (give title Other (specify below) Chief Technology Officer			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHICAGO, I	(State)	(Zin)		Form filed by More than One Reporting Person			

(City)	(State) (2	Table	I - Non-De	rivative S	ecurit	ties Acc	quired, Disposed o	of, or Beneficial	ly Owned	
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transaction	4. Securi		r	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)		any	Code	Disposed	of (D	)	Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned Following Reported	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	02/28/2016		M(1)	3,706	D	\$0	212,168	D		
Common Stock	02/28/2016		F	1,475 (2)	D	\$0	210,693	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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. Transactic Code (Instr. 8)	Sector Acquired (A) Disp (D)	urities uired or posed of tr. 3, 4,	6. Date Exercisal Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
Employee Stock Option (Right to Buy)	\$ 7.5						02/01/2006(3)	11/14/2015	Common Stock	12,00
Employee Stock Option (Right to Buy)	\$ 7.5						06/06/2008(3)	06/16/2018	Common Stock	9,000
Employee Stock Option (Right to Buy)	\$ 7.5						04/26/2007(4)	04/26/2017	Common Stock	6,000
Employee Stock Option (Right to Buy)	\$ 9						07/28/2011(4)	02/28/2020	Common Stock	56,00
Employee Stock Option (Right to Buy)	\$ 12.55						02/28/2012(3)	02/28/2021	Common Stock	10,00
Employee Stock Option (Right to Buy)	\$ 12.45						02/28/2013(3)	02/28/2022	Common Stock	10,19
Employee Stock Option	\$ 15.34						02/28/2014(3)	02/28/2023	Common Stock	8,000

(Right to Buy)								
Employee Stock Option (Right to Buy)	\$ 41.84				02/28/2015(3)	02/28/2024	Common Stock	6,200
Employee Stock Option (Right to Buy)	\$ 53.88				02/28/2016(3)	02/28/2025	Common Stock	6,000
Restricted Stock Award	<u>(5)</u>	02/28/2016	M	1,040	<u>(7)</u>	02/28/2016	Common Stock	1,040
Restricted Stock Award	<u>(5)</u>	02/28/2016	M	1,333	(8)	02/28/2017	Common Stock	1,333
Restricted Stock Award	<u>(5)</u>	02/28/2016	M	1,333	<u>(9)</u>	02/28/2018	Common Stock	1,333

## **Reporting Owners**

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Grinis Scott D 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601

Chief Technology Officer

## **Signatures**

/s/ Shelly O'Brien, by power of attorney for Scott Grinis

03/01/2016

\*\*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).
  - Represents the conversion upon vesting of restricted stock awards into common stock (the "Converted Common Stock"). The reporting person was granted, 3,120 restricted stock units on February 28, 2013, 4,000 restricted stock units on February 28, 2014 and 4,000
- (1) restricted stock units on February 28, 2015 of which 1/3 of the shares subject to the restricted stock units of each grant vested on February 28, 2014. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on March 4, 2013, March 4, 2014 and March 3, 2015.
- (2) The reporting person is reporting the withholding by Envestnet, Inc. of 1,476 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the delivery of the Converted Common Stock to the reporting person on February 28, 2016.

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- (3) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (4) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (5) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (6) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.
- The reporting person was granted 3,120 restricted stock units on February 28, 2013, of which 1/3 of the shares subject to the restricted (7) stock award of each grant vested on February 28, 2016. The common stock into which such vested restricted stock units converted on February 28, 2016 is reported in Table I on this Form 4. This grant was fully vested on 2/28/2016.
- The reporting person was granted 4,000 restricted stock units on February 28, 2014, of which 1/3 of the shares subject to the restricted stock award of each grant vested on February 28, 2016. The common stock into which such vested restricted stock units converted on February 28, 2016 is reported in Table I on this Form 4. 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.
- The reporting person was granted 4,000 restricted stock units on February 28, 2015, of which 1/3 of the shares subject to the restricted stock award of each grant vested on February 28, 2016. The common stock into which such vested restricted stock units converted on February 28, 2016 is reported in Table I on this Form 4. 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.

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.