

ENVESTNET, INC.
Form 4
March 30, 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 *
CHAPIN ROSS K

(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)
03/28/2017

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)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					37,694	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 or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 12.55					02/28/2012 ⁽¹⁾	02/28/2021	Common Stock	2,658
Director Stock Option (Right to Buy)	\$ 12.45					02/28/2013 ⁽¹⁾	02/28/2022	Common Stock	2,638
Director Stock Option (Right to Buy)	\$ 15.34					02/28/2014 ⁽¹⁾	02/28/2023	Common Stock	3,978
Director Stock Option (Right to Buy)	\$ 41.84					02/28/2015 ⁽¹⁾	02/28/2024	Common Stock	3,588
Director Stock Option (Right to Buy)	\$ 55.29					02/28/2016 ⁽¹⁾	02/28/2025	Common Stock	2,918
Director Stock Option (Right to Buy)	\$ 20.51					02/28/2017 ⁽¹⁾	02/28/2026	Common Stock	5,788
Director Stock Option (Right to Buy)	\$ 31.7	03/28/2017		A	2,951	03/28/2018 ⁽²⁾	03/28/2027	Common Stock	2,951

Restricted Stock Units	(3)				(4)	02/28/2019	Common Stock	513 (9)
Restricted Stock Units	(3)	03/28/2017	A	2,697	(4)	03/28/2020	Common Stock	2,697 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAPIN ROSS K 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601	X			

Signatures

/s/ Shelly O'Brien, by power of attorney for Ross
Chapin

03/30/2017

__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) This option grant vests over a 3-year period, one third of the total amount vests on the first applicable date of grant and one-twelfth of the total amount vests each three-month anniversary of the date of grant thereafter.
- (3) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock.
- (4) 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.
- (5) 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. 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.