#### Edgar Filing: D'Arrigo Peter - Form 4

D'A mina Date

| Form 4  | el                                      |  |  |   |                                 |                 |  |   |   |                           |  |
|---|---|--|--|---|---------------------------------|-----------------|--|---|---|---------------------------|--|
|   | 2017                                    |  |  |   |                                 |                 |  |   |   |                           |  |
| FORM 4 UNITED STATES SECURIT  |   |  |  |   | ITIES AND EXCHANGE COMMISSION   |                 |  |   |   | OMB APPROVAL              |  |
|   | UNITED                                  | JAILSS   |  | hington,                                  |                                 |                 |  |   | OMB<br>Number:  | 3235-0287                 |  |
| Check the   |   |  |  | 0 /                                       |                                 |                 |  |   | Expires:  | January 31                |  |
| if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5<br>obligations<br>may continue.<br>See Instruction<br>Statement of C<br>Filed pursuant to Sect<br>Section 17(a) of the Pub<br>30(h) of the Section 17(a) of the Sectio |   |  |  | <b>SECUR</b><br>6(a) of the<br>ility Hold | ITIES<br>e Securiti<br>ling Com | ies Ez<br>ipany | xchange<br>Act of  | e Act of 1934,<br>1935 or Section   | Estimated a burden hour response                                  | •                         |  |
| 1(b).   |   |  |  |   |                                 |                 |  |   |   |                           |  |
| (Print or Type I  | Responses)                              |  |  |   |                                 |                 |  |   |   |                           |  |
| 1. Name and Address of Reporting Person <u>*</u><br>D'Arrigo Peter  |   |  | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>ENVESTNET, INC. [ENV] |   |                                 |                 |  | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)                           |   |                           |  |
| (Last)  | (First) (M                              | Aiddle) 3.                                     | 3. Date of Earliest Transaction  |   |                                 |                 | (Check an applicable)  |   |   |                           |  |
| 35 EAST W<br>2400   | ACKER DRIVE                             |  | Month/Da<br>2/08/20  | •   |                                 |                 |  | Director<br>X Officer (give<br>below)<br>Chief F  |   | Owner<br>r (specify<br>er |  |
|   |   |  |  | endment, Date Original<br>nth/Day/Year)   |                                 |                 |  | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person |   |                           |  |
| CHICAGO,  | IL 60601                                |  |  |   |                                 |                 |  | Form filed by M<br>Person   | ore than One Rej  | porting                   |  |
| (City)  | (State)                                 | (Zip)  | Table  | e I - Non-D                               | erivative S                     | Securi          | ties Acqu  | uired, Disposed of,   | or Beneficial   | y Owned                   |  |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution D<br>any<br>(Month/Day | ned3.4. Securitien Date, ifTransaction(A) or DispCode(Instr. 3, 4)             |   | 4 and 5)<br>(A)                 |                 | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4)                                 | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                           |  |
| ~   |   |  |  | Code V                                    | Amount                          | or<br>(D)       | Price  | (Instr. 3 and 4)  |   |                           |  |
| Common<br>Stock   | 12/08/2017                              |  |  | M <u>(1)</u>                              | 29,780                          | А               | \$ 7.5   | 57,779  | D   |                           |  |
| Common<br>Stock   | 12/08/2017                              |  |  | S <u>(1)</u>                              | 29,780                          | D               | \$<br>50.09<br>(2)   | 27,999  | D   |                           |  |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5. Number of<br>ctionDerivative6. Date Exercisable and<br>Expiration DateSecurities(Month/Day/Year)8)Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |                       |                    | 7. Title and Amoun<br>Underlying Securiti<br>(Instr. 3 and 4) |                              |
|---|---|---|---|--|---|-----------------------|--------------------|---|------------------------------|
|   |   |   |   | Code V                                 | (A) (D)   | Date Exercisable      | Expiration<br>Date | Title   | Amou<br>or<br>Numt<br>of Sha |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 7.5  | 12/08/2017                              |   | M <u>(1)</u>                           | 29,780  | 06/16/2009 <u>(3)</u> | 06/16/2018         | Common<br>Stock   | 29,7                         |

## **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |                            |                         |       |  |  |  |  |
|---|---------------|----------------------------|-------------------------|-------|--|--|--|--|
|   | Director      | Director 10% Owner Officer |                         | Other |  |  |  |  |
| D'Arrigo Peter<br>35 EAST WACKER DRIVE<br>SUITE 2400<br>CHICAGO, IL 60601 |               |                            | Chief Financial Officer |       |  |  |  |  |
| Signatures  |               |                            |                         |       |  |  |  |  |
| /s/ Shelly O'Brien, by power of D'Arrigo                                  | 12/12/2017    |                            |                         |       |  |  |  |  |
| <u>**</u> Signature of Reporti  | 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) Reflects the cashless exercise of stock options which were granted pursuant to Rule 16b-3. The sale was pursuant to a Rule 10b5-1 plan that covers the cashless exercise and sale of stock options prior to their expiration date.
- (2) The Common Shares reported herein as being sold were sold at a range of between \$49.700 and \$50.350 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.
- (3) Original option grant vested in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.

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.