

ENVESTNET, INC.  
Form 4  
September 27, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Grinis Scott D

(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)  
09/23/2016

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 Technology 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 or Price		
Common Stock	09/23/2016		M		12,000 A \$ 7.5	222,668	D
Common Stock	09/23/2016		S		12,000 D \$ 39.16	210,668	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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**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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.5	09/23/2016		M	12,000	02/01/2006 <sup>(2)</sup> 04/26/2017	Common Stock	12,000	
Employee Stock Option (Right to Buy)	\$ 7.5					04/30/2008 <sup>(3)</sup> 04/30/2018	Common Stock	9,000	
Employee Stock Option (Right to Buy)	\$ 7.15					05/15/2009 <sup>(3)</sup> 05/15/2019	Common Stock	6,000	
Employee Stock Option (Right to Buy)	\$ 9					07/28/2011 <sup>(2)</sup> 02/28/2020	Common Stock	56,000	
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	10,100	
Employee Stock Option (Right to Buy)	\$ 15.34					02/28/2014 <sup>(3)</sup> 02/28/2023	Common Stock	8,000	

Buy)

Employee  
Stock

Option \$ 41.84  
(Right to  
Buy)

02/28/2015<sup>(3)</sup> 02/28/2024

Common  
Stock

6,20

Employee  
Stock

Option \$ 53.88  
(Right to  
Buy)

02/28/2016<sup>(3)</sup> 02/28/2025

Common  
Stock

6,00

Employee  
Stock

Option \$ 20.51  
(Right to  
Buy)

02/28/2017<sup>(4)</sup> 02/28/2026

Common  
Stock

3,23

Restricted  
Stock  
Award

(5)

(7)

02/28/2017

Common  
Stock

1,33  
(6)

Restricted  
Stock  
Award

(5)

(7)

02/28/2018

Common  
Stock

2,66  
(6)

Restricted  
Stock  
Award

(5)

(8)

02/28/2019

Common  
Stock

3,23  
(6)

Restricted  
Stock  
Award

(5)

(9)

08/02/2019

Common  
Stock

35,0  
(6)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

09/27/2016

\*\*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).
- (1) The shares reported in column 4 were sold in multiple transactions with a weighted average price of \$39.16 per share.
- (2) Original option grant vests in four installments beginning on the first date of grant and thereafter on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (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) This option grant vests over a 3 year period, one-third of the total amount vests on the first anniversary of the applicable date of grant and one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.
- (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.
- (7) This restricted stock award vests in three equal installments annually beginning on the first anniversary of the date of the grant of restricted stock.
- (8) This restricted stock unit vests over a 3 year period, with 1/3 of the shares vesting on the first anniversary of the date of grant and one-twelfth of the total amount vesting on each three-month anniversary of the date of grant.
- (9) This restricted stock unit vests over a 3 year period, with one-twelfth of the total amount vesting on each three-month anniversary of the date of grant.

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.