

O'Brien Shelly
Form 4
October 31, 2017

FORM 4

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

OMB APPROVAL

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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 *
O'Brien Shelly

2. Issuer Name and Ticker or Trading Symbol
ENVESTNET, INC. [ENV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
35 EAST WACKER DRIVE, SUITE 2400

3. Date of Earliest Transaction (Month/Day/Year)
10/27/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Legal Officer

(Street)
CHICAGO, IL 60601

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | Code V Amount (D) Price | | | |
| Common Stock | 10/27/2017 | | S ⁽⁸⁾ | 3,000 D 53.48 | 10,292 | D | |
| | | | | (A) or (D) Price | | | |
| | | | | (9) | | | |

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

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SEC 1474 (9-02)

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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 9 | | | | | 07/28/2011 ⁽¹⁾ 07/28/2020 | Common Stock | 18,366 |
| Employee Stock Option (Right to Buy) | \$ 12.55 | | | | | 02/28/2012 ⁽¹⁾ 02/28/2021 | Common Stock | 3,333 |
| Employee Stock Option (Right to Buy) | \$ 12.45 | | | | | 02/28/2013 ⁽¹⁾ 02/28/2022 | Common Stock | 3,399 |
| Employee Stock Option (Right to Buy) | \$ 15.34 | | | | | 02/28/2014 ⁽¹⁾ 02/28/2023 | Common Stock | 7,150 |
| Employee Stock Option (Right to Buy) | \$ 41.84 | | | | | 02/28/2015 ⁽¹⁾ 02/28/2024 | Common Stock | 5,500 |
| Employee Stock Option (Right to Buy) | \$ 53.88 | | | | | 02/29/2016 ⁽¹⁾ 02/27/2025 | Common Stock | 4,800 |
| Employee Stock Option (Right to Buy) | \$ 20.51 | | | | | 02/28/2017 ⁽²⁾ 02/28/2026 | Common Stock | 2,464 |

| | | | | | |
|--------------------------------------------------|----------------|--|---------------------------|------------|---------------------------------------|
| Buy) | | | | | |
| Employee Stock Option (Right to Buy) | \$ 31.7 | | 03/28/2018 ⁽²⁾ | 03/28/2027 | Common Stock 1,667 |
| Restricted Stock Units | ⁽³⁾ | | ⁽⁵⁾ | 02/28/2018 | Common Stock ⁽⁴⁾ 1,067 |
| Restricted Stock Units | ⁽³⁾ | | ⁽⁶⁾ | 02/28/2019 | Common Stock ⁽⁴⁾ 1,233 |
| Restricted Stock Units | ⁽³⁾ | | ⁽⁷⁾ | 08/02/2019 | Common Stock ⁽⁴⁾ 16,668 |
| Restricted Stock Units | ⁽³⁾ | | ⁽⁶⁾ | 03/28/2020 | Common Stock ⁽⁴⁾ 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------|---------------|-----------|---------------------|-------|
| | 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

10/31/2017

**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) This option grant vests over a 3 year period; one-third of the total amount vests on each anniversary of the date of grant.
- (2) This option grant vests over a 3 year period; one-third of the total amount vests on the first anniversary of the date of grant and one-twelfth of the total amount vests on 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) Each restricted stock unit represents the contingent right to receive one share of common stock upon the vesting of the unit.
- (5) These restricted stock units vest over a 3-year period; one-third of the total amount vests on each anniversary of the date of grant.
- (6) These restricted stock units vest over a 3-year period; one-third of the total amount vests on the first anniversary of the date of the grant of restricted stock units and then one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.

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- (7) These restricted stock units vest over a 3-year period; one-twelfth of the total amount vests on each three-month anniversary of the date of grant.
- (8) Sale pursuant to 10b5-1 Plan.
- (9) The Common Shares reported herein as being sold were sold at a range of between \$53.45 and \$53.60 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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