

ENVESTNET, INC.

Form 4

December 09, 2016

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Arora Anil

(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)
12/07/2016

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)

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 Beneficial Ownership (Instr. 4)
Common Stock	12/07/2016		M(2)	8,333 A \$ 0	96,171	D	
Common Stock	12/07/2016		F	4,349 (3) D \$ 0	91,822	D	
Common Stock					136	I	By Trust for child 1 (1)
Common Stock					136	I	By Trust for child 1 (1)

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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)

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
Restricted Stock Unit	(4)	12/07/2016		M	8,333	(5) (6)	Common Stock	8,333
Employee Stock Option (Right to Buy)	\$ 32.46					(8) 12/07/2025	Common Stock	20,000

Reporting Owners

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

Signatures

/s/ Shelly O'Brien, by power of attorney for Anil
Arora

12/09/2016

**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) These shares are held in trust for the benefit of a child of the reporting person for which the reporting person serves as trustee. The reporting person shares voting and investment control over the shares but disclaims beneficial ownership of the shares.

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- Represents the restricted shares of Envestnet, Inc. common stock that became vested for tax purposes effective December 7, 2016, but remain subject to contractual restrictions (the "December Vested Restricted Shares"). The reporting person was granted 100,000 restricted stock units on December 7, 2015 of which one-twelfth of the total amount vested on December 7, 2016. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on December 9, 2015.
- (2) The reporting person is reporting the withholding by Envestnet, Inc. of 4,349 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the vesting for tax purposes of September Vested Restricted Shares to the reporting person on December 7, 2016.
- (3) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock.
- (4) The reporting person was granted 100,000 restricted stock units on December 7, 2015 of which 1/3 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 thereafter.
- (5) Each share of restricted stock represents one share of Envestnet, Inc. Common Stock that remains subject to restrictions until the award becomes vested for all purposes.
- (6) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.
- (7) 20,000 options were granted to the Reporting Person on December 7, 2015. One-third of the total amount vests on the first anniversary of the applicable date of grant and one-twelfth on each three-month anniversary thereafter.
- (8)

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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