

ENVESTNET, INC.  
Form 4  
December 09, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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 Ownership (Instr. 4)	
				(A) or (D)	Amount or Price				
Common Stock	12/07/2016		M <sup>(2)</sup>	V	8,333	A \$ 0	96,171	D	
Common Stock	12/07/2016		F		4,349 <sup>(3)</sup>	D \$ 0	91,822	D	
Common Stock							136	I	By Trust for child 1 <sup>(1)</sup>
Common Stock							136	I	By Trust for child 1 <sup>(1)</sup>

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

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(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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