

ENVESTNET, INC.  
Form 4  
June 06, 2014

**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 \*  
O'Brien Shelly

(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)  
06/04/2014

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)  
General Counsel

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount or Price (A) (D)   |   |  |                                   |
| Common Stock                    | 06/04/2014                           |  | M                              | 3,301 (4) A \$ 12.55  | 3,301   | D  |                                   |
| Common Stock                    | 06/04/2014                           |  | S                              | 3,301 (4) D \$ 40.07 (5)  | 0   | D  |                                   |
| Common Stock                    | 06/04/2014                           |  | M                              | 1,699 (4) A \$ 12.45  | 1,699   | D  |                                   |
| Common Stock                    | 06/04/2014                           |  | S                              | 1,699 (4) D \$ 40.07 (5)  | 0   | D  |                                   |
|                                 | 06/05/2014                           |  | M                              | A \$ 9  | 1,634   | D  |                                   |

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|              |            |   |  |              |   |                |   |
|--------------|------------|---|--|--------------|---|----------------|---|
| Common Stock |            |   |  | 1,634<br>(4) |   |                |   |
| Common Stock | 06/05/2014 | S |  | 1,634<br>(4) | D | \$ 42 0        | D |
| Common Stock | 06/05/2014 | M |  | 3,366<br>(4) | A | \$ 12.55 3,366 | D |
| Common Stock | 06/05/2014 | S |  | 3,366<br>(4) | D | \$ 42 0        | D |
| Common Stock |            |   |  |              |   | 1,566          | D |

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 (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)       | \$ 12.55   | 06/04/2014                           |  | M                              | 3,301  | (1) 02/28/2021   | Common Stock  | 3,301                         |
| Employee Stock Option (Right to Buy)       | \$ 12.45   | 06/04/2014                           |  | M                              | 1,699  | (2) 02/28/2022   | Common Stock  | 1,699                         |
| Employee Stock Option (Right to Buy)       | \$ 9   | 06/05/2014                           |  | M                              | 1,634  | (3) 07/28/2020   | Common Stock  | 1,634                         |

|  |          |            |   |       |            |            |                 |       |
|--|----------|------------|---|-------|------------|------------|-----------------|-------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 12.55 | 06/05/2014 | M | 3,366 | <u>(1)</u> | 02/28/2021 | Common<br>Stock | 3,366 |
|--|----------|------------|---|-------|------------|------------|-----------------|-------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| O'Brien Shelly<br>35 EAST WACKER DRIVE<br>SUITE 2400<br>CHICAGO, IL 60601 |               |           | General Counsel |       |

## Signatures

/s/ Shelly  
O'Brien

06/06/2014

\*\*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) A total of 10,000 options were granted on 2/28/2011. All options were vested and exercisable as of 6/4/2014.
- (2) A total of 5,098 options were granted on 2/29/2012. 3,399 options were vested and exercisable as of 6/4/2014.
- (3) A total of 30,000 options were granted on 7/28/2010. 22,500 options were vested and exercisable as of 6/4/2014.
- (4) Option exercise and sale pursuant to a 10b5-1 Plan.
- (5) Average share sales price.

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