

ENVESTNET, INC.  
Form 4  
March 24, 2015

**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 \*  
Sisteron Yves

(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)  
03/20/2015

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount Price                                 |   |  |   |
| Common Stock                    | 03/20/2015                           |  | S                              | 10,000 D \$ 57.11   | 89,194  | I  | By Rodeo Alpine LLC                                   |
| Common Stock                    | 03/20/2015                           |  | S                              | 10,000 D \$ 57.11   | 71,397  | I  | By Shadow Hill LLC                                    |
| Common Stock                    | 03/20/2015                           |  | S                              | 18,506 D \$ 57.11   | 13,763  | I  | By The Sisteron Family Trust                          |
| Common                          | 03/23/2015                           |  | S                              | 4,500 D \$  | 84,694  | I  | By Rodeo  |

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|              |            |  |   |       |       |          |        |            |                              |
|--------------|------------|--|---|-------|-------|----------|--------|------------|------------------------------|
| Stock        |            |  |   |       | 57.31 |          |        | Alpine LLC |                              |
| Common Stock | 03/23/2015 |  | S | 4,500 | D     | \$ 57.31 | 66,897 | I          | By Shadow Hill LLC           |
| Common Stock | 03/23/2015 |  | S | 5,931 | D     | \$ 57.31 | 7,832  | I          | By The Sisteron Family Trust |
| Common Stock |            |  |   |       |       |          | 12,000 | 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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Director Stock Option (Right to Buy)       | \$ 12.55   |                                      |  |                                |   | 02/28/2012 <sup>(1)</sup> 02/28/2021                     | Common Stock  | 2,990                         |
| Director Stock Option (Right to Buy)       | \$ 12.45   |                                      |  |                                |   | 02/28/2013 <sup>(1)</sup> 02/28/2022                     | Common Stock  | 6,495                         |
| Director Stock                             | \$ 15.34   |                                      |  |                                |   | 02/28/2014 <sup>(1)</sup> 02/28/2023                     | Common Stock  | 8,837                         |

|                             |          |                           |            |                 |       |
|-----------------------------|----------|---------------------------|------------|-----------------|-------|
| Option<br>(Right to<br>Buy) |          |                           |            |                 |       |
| Director<br>Stock           |          |                           |            |                 |       |
| Option                      | \$ 41.84 | 02/28/2015 <sup>(1)</sup> | 02/28/2024 | Common<br>Stock | 4,183 |
| (Right to<br>Buy)           |          |                           |            |                 |       |
| Director<br>Stock           |          |                           |            |                 |       |
| Option                      | \$ 55.29 | 02/28/2016 <sup>(1)</sup> | 02/28/2025 | Common<br>Stock | 2,913 |
| (Right to<br>Buy)           |          |                           |            |                 |       |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

|  |   |
|--|---|
| Sisteron Yves<br>35 EAST WACKER DRIVE<br>SUITE 2400<br>CHICAGO, IL 60601 | X |
|--|---|

## Signatures

|   |            |
|---|------------|
| /s/ Shelly O'Brien, by power of attorney for Yves<br>Sisteron | 03/24/2015 |
|---|------------|

\_\_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) Original option grant vests monthly over a 4 year period, except that the shares that would otherwise vest over the first 12 months shall not vest until the first anniversary of the grant.as listed in the "Date Exercisable" column.

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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