

ENVESTNET, INC.  
Form 4  
May 22, 2015

**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 \*  
Crager William

(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)  
05/21/2015

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)  
President

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) or (D)		
Common Stock	05/21/2015		M		3,000 (2)	A	\$ 5 139,200 D
Common Stock	05/21/2015		S		3,000 (2)	D	\$ 45.32 136,200 D
Common Stock							100 I By wife

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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 Security (Instr. 3 and 4)	Amount of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Employee Stock Option (Right to Buy)	\$ 5	05/21/2015		M	3,000	02/01/2006 <sup>(1)(4)</sup>	11/14/2015	Common Stock	56,000
Employee Stock Option (Right to Buy)	\$ 0.1069					04/26/2007 <sup>(5)</sup>	04/26/2017	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 1.075					04/26/2007 <sup>(5)</sup>	04/26/2017	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 7.5					04/26/2007 <sup>(5)</sup>	04/26/2017	Common Stock	80,000
Employee Stock Option (Right to Buy)	\$ 7.5					04/30/2009 <sup>(6)</sup>	04/30/2018	Common Stock	14,000
Employee Stock Option (Right to Buy)	\$ 7.15					05/15/2010 <sup>(6)</sup>	05/15/2019	Common Stock	12,000
	\$ 9					07/28/2011 <sup>(5)</sup>	07/28/2020		164,000

Employee Stock Option (Right to Buy)					Common Stock	
Employee Stock Option (Right to Buy)	\$ 12.55		02/28/2012 <sup>(5)</sup>	02/28/2021	Common Stock	25
Employee Stock Option (Right to Buy)	\$ 12.45		02/28/2013 <sup>(5)</sup>	02/28/2022	Common Stock	13
Employee Stock Option (Right to Buy)	\$ 15.34		02/28/2014 <sup>(5)</sup>	02/28/2023	Common Stock	13
Employee Stock Option (Right to Buy)	\$ 41.84		02/28/2015 <sup>(5)</sup>	02/28/2024	Common Stock	14
Employee Stock Option (Right to Buy)	\$ 53.88		02/29/2016 <sup>(5)</sup>	02/28/2025	Common Stock	11
Restricted Stock Award	(7)		02/29/2016 <sup>(9)</sup>	02/29/2016	Common Stock	1,8
Restricted Stock Award	(7)		02/29/2016 <sup>(9)</sup>	02/28/2017	Common Stock	5,9
Restricted Stock Award	(7)		02/29/2016 <sup>(9)</sup>	02/28/2018	Common Stock	7,6

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			President	

Crager William  
35 EAST WACKER DRIVE  
SUITE 2400  
CHICAGO, IL 60601

## Signatures

/s/ Shelly O'Brien, by power of attorney for William  
Crager

05/22/2015

\_\_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) A total of 80,000 options were granted on 11/14/2005. 59,336 options were vested and exercisable as of 5/21/2015.
- (2) Option exercise and sale pursuant to a 10b5-1 plan.
- (3) The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$45.19 to \$45.60, inclusive.
- (4) Original option grant vests in four installments beginning on February 1, 2006 and the remaining three installments on May 31 as listed in the "Date Exercisable" column.
- (5) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (6) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (7) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (8) Each restricted award represents the contingent right to receive one share of common stock upon the vesting of the unit.
- (9) This restricted stock award vests in three equal installments annually beginning on the first anniversary of the date of the grant of restricted stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.