

ENVESTNET, INC.
Form 8-K
April 05, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant To Section 13 or 15 (d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) April 5, 2012

ENVESTNET, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction)

001-34835
(State or other
jurisdiction)

20-1409613
(I.R.S. Employer of
Incorporation Identification No.)

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35 East Wacker Drive, Suite 2400

Chicago, Illinois
(Address of principal executive offices)

Registrant's telephone number, including area code: (312) 827-2800

60601
(Zip Code)

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.01. Completion of Acquisition or Disposition of Assets.

On April 5, 2012, pursuant to a stock purchase agreement (the Agreement), dated February 9, 2012, with the shareholders of Prima Capital Holding, Inc., a Colorado corporation (Prima) to acquire (the Acquisition) all of the outstanding shares of Prima, Envestnet acquired all of the outstanding shares of Prima.

Under the terms of the Stock Purchase Agreement, Envestnet paid approximately \$13.75 million in cash for all of the outstanding shares of Prima, subject to certain post-closing adjustments. Envestnet funded the acquisition price with available cash.

The foregoing summary of the Stock Purchase Agreement and the Acquisition does not purport to be a complete description and is subject to, and qualified in its entirety by, the full text of the Stock Purchase Agreement, a copy of which was filed as an exhibit to Envestnet s Annual Report on Form 10-K for the year ending December 31, 2011.

Item 8.01. Other Events.

On April 5, 2012, Envestnet issued a press release announcing the completion of the Prima Acquisition referred to in Item 2.01 above. A copy of the press release is attached as Exhibit 99.4 hereto.

Item 9.01. Financial Statements and Exhibits.

- (d) Exhibits.
- 99.4 Press release, dated April 5, 2012, regarding completion of the acquisition of Prima Capital Holding, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ENVESTNET, INC.

By: /s/ Peter D Arrigo

Name: Peter D Arrigo

Title: Chief Financial Officer

Date: April 5, 2012