ENVESTNET, INC. Form 4/A

FORM 4

June 16, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Thomas Brandon			2. Issuer Name <b>and</b> Ticker or Trading Symbol ENVESTNET, INC. [ENV]					ıg	5. Relationship of Reporting Person(s) to Issuer			
(Month)			(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 06/11/2015					(Check all applicable)  Director 10% OwnerX_ Officer (give title Other (specify below) Chief Investment Officer			
(Street) 4. If Amendment, Date Or Filed(Month/Day/Year) 06/15/2015 CHICAGO, IL 60601						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Tabl	le I - No	n-D	erivative S	Securi	ties Acqu	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution any		ate, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			of (D)	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)		
Common Stock	06/11/2015			Code M	V	Amount 2,200 (2)	(D)	Price \$ 7.5	227,254	D		
Common Stock	06/11/2015			S		2,200 (2)	D	\$ 43.91 (3)	225,054	D		
Common Stock	06/12/2015			M		15,000 (2)	A	\$ 7.5	240,054	D		
Common Stock	06/12/2015			S		15,000 (2)	D	\$ 43.17 (4)	225,054	D		
	06/15/2015			M			A	\$ 7.5	232,314	D		

Common Stock			7,260 (2)					
Common Stock	06/15/2015	S	7,260 (2)	D	\$ 42.82 (5)	225,054	D	
Common Stock	06/15/2015	M	8,040 (2)	A	\$ 7.5	233,094	D	
Common Stock	06/15/2015	S	8,040 (2)	D	\$ 43.08 <u>(6)</u>	225,054	D	
Common Stock						13,938	I	See footnote (7)

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Employee Stock Option (Right to Buy)	\$ 5						11/14/2006(8)	11/14/2015	Common Stock	32
Employee Stock Option (Right to Buy)	\$ 7.5	06/11/2015		M		\$ 2,200	11/14/2006(1)(8)	11/14/2015	Common Stock	30
Employee Stock Option	\$ 7.5	06/12/2015		M		\$ 15,000	11/14/2006(1)(8)	11/14/2015	Common Stock	15

(Right to Buy)								
Employee Stock Option (Right to Buy)	\$ 7.5	06/15/2015	M	\$ 15,300	11/14/2006(1)(8)	11/14/2015	Common Stock	
Employee Stock Option (Right to Buy)	\$ 7.5				04/26/2007(8)	04/26/2017	Common Stock	12
Employee Stock Option (Right to Buy)	\$ 7.5				04/30/2009(8)	04/30/2018	Common Stock	9,
Employee Stock Option (Right to Buy)	\$ 7.15				05/15/2010(10)	05/15/2019	Common Stock	6,
Employee Stock Option (Right to Buy)	\$ 9				07/28/2011 <sup>(8)</sup>	02/28/2020	Common Stock	62
Employee Stock Option (Right to Buy)	\$ 12.55				02/28/2012(8)	02/28/2021	Common Stock	10
Employee Stock Option (Right to Buy)	\$ 12.45				02/28/2013(8)	02/28/2022	Common Stock	7,
Employee Stock Option (Right to Buy)	\$ 15.34				02/28/2014(8)	02/28/2023	Common Stock	8,
Employee Stock Option (Right to	\$ 41.84				02/28/2015(8)	02/28/2024	Common Stock	6,

Buy)					
Employee Stock Option (Right to Buy)	\$ 53.88	02/29/2016(9)	02/28/2025	Common Stock	4,
Restricted Stock Award	(11)	02/29/2016(13)	02/28/2016	Common Stock	1.
Restricted Stock Award	(11)	02/29/2016(13)	02/28/2017	Common Stock	2
Restricted Stock Award	<u>(11)</u>	02/29/2016(13)	02/28/2018	Common Stock	3.

## **Reporting Owners**

Reporting Owner Name / Address	porting Owner Name / Address				
	Director	10% Owner	Officer	Other	

Thomas Brandon 35 EAST WACKER DRIVE SUITE 2400

Chief Investment Officer

06/15/2015

CHICAGO, IL 60601

# **Signatures**

/s/ Shelly O'Brien, by power of attorney for Brandon Thomas

\*\*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).
- A total of 80,000 options were granted on 11/14/2005. 32,500 options were vested and exercisable as of 6/11/2015, 30,300 were vested and exercisable as of 6/12/2015 and 15,300 were vested and exercisable as of 6/15/2015.
- (2) Open market option exercise and sale.
- (3) The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$43.89 to \$43.93, inclusive.
- (4) The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$43.00 to \$43.42, inclusive.
- The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$42.66 to \$42.99, inclusive.
- (6) The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$43.00 to \$43.23, inclusive.

(7) Represents shares held by a trust in which Mr. Thomas is the trustee.

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- (8) Original option grant vests in four installments beginning on the first date of grant and thereafter on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (9) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (10) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (11) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (12) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.
- (13) This restricted stock award vests in three installments 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.