

ENVESTNET, INC.
Form 4
March 18, 2016

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 *
Arora Anil

(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)
01/29/2016

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/29/2016		M ⁽²⁾		100,809	A	\$ 0
Common Stock	01/29/2016		F		43,670 ⁽³⁾	D	\$ 0
Common Stock	03/07/2016		M ⁽⁴⁾		8,333	A	\$ 0
Common Stock	03/07/2016		F		4,046 ⁽⁵⁾	D	\$ 0
Common Stock					136	I	

By Trust for child 1
(1)

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Common Stock 136 I By Trust for child 1 (1)

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

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock	<u>(17)</u>	01/29/2016		M	1,256	<u>(6)</u> <u>(15)</u>	Common Stock 1,256
Restricted Stock	<u>(17)</u>	01/29/2016		M	5,593	<u>(7)</u> <u>(15)</u>	Common Stock 5,593
Restricted Stock	<u>(17)</u>	01/29/2016		M	10,091	<u>(8)</u> <u>(15)</u>	Common Stock 10,091
Restricted Stock	<u>(17)</u>	01/29/2016		M	19,224	<u>(9)</u> <u>(15)</u>	Common Stock 19,224
Restricted Stock	<u>(17)</u>	01/29/2016		M	6,047	<u>(10)</u> <u>(15)</u>	Common Stock 6,047
Restricted Stock	<u>(17)</u>	01/29/2016		M	12,154	<u>(11)</u> <u>(15)</u>	Common Stock 12,154
Restricted Stock	<u>(17)</u>	01/29/2016		M	40,169	<u>(12)</u> <u>(15)</u>	Common Stock 40,169
Restricted Stock Unit	<u>(17)</u>	03/07/2016		M	8,333	<u>(13)</u> <u>(15)</u>	Common Stock 8,333
Employee Stock Option (Right to Buy)	\$ 32.46					<u>(14)</u> 12/07/2025	Common Stock 20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arora Anil 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601	X			

Signatures

/s/ Shelly O'Brien, by power of attorney for Anil
Arora

03/18/2016

**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) These shares are held in trust for the benefit of a child of the reporting person for which the reporting person serves as trustee. The reporting person shares voting and investment control over the shares but disclaims beneficial ownership of the shares.

Represents the restricted shares of Envestnet, Inc. common stock that became vested for tax purposes effective January 29, 2016, but remain subject to contractual restrictions (the "January Vested Restricted Shares"). The reporting person was granted 1,883, 6,791, 11,257, 20,783, 7,772, 12, 154 and 40,169 shares respectively of restricted stock on November 19, 2015, of which 100 % of the shares subject to the restricted stock units of each grant vested on January 29, 2016. Such restricted stock awards were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on November 27, 2015.
- (3) The reporting person is reporting the withholding by Envestnet, Inc. of 43,670 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the vesting for tax purposes of the January Vested Restricted Shares on January 29, 2016.

Represents the restricted shares of Envestnet, Inc. common stock that became vested for tax purposes effective March 7, 2016, but remain subject to contractual restrictions (the "March Vested Restricted Shares"). The reporting person was granted 100,000 restricted stock units on December 7, 2015 of which one-twelfth of the total amount vested on March 7, 2016. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on December 9, 2015.
- (5) The reporting person is reporting the withholding by Envestnet, Inc. of 4,046 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the vesting for tax purposes of March Vested Restricted Shares to the reporting person on March 7, 2016.

The reporting person was granted 1,883 shares of restricted stock on November 19, 2015, pursuant to the terms of the Agreement and Plan of Merger dated August 10, 2015 (the "Merger") by and among Issuer, Yale Merger Corp ("Merger Sub") and Yodlee, Inc. ("Yodlee"), Merger Sub merged with and into Yodlee. The shares of restricted stock became vested for tax purposes on January 29, 2016, but remain subject to contractual restrictions and are reported in Table I on this Form 4.
- (7) The reporting person was granted 6,791 shares of restricted stock on November 19, 2015, pursuant to the terms of the Merger Agreement and the Merger. The shares of restricted stock became vested for tax purposes on January 29, 2016, but remain subject to contractual restrictions and are reported in Table I on this Form 4.
- (8) The reporting person was granted 11,257 shares of restricted stock on November 19, 2015, pursuant to the terms of the Merger Agreement and the Merger. The shares of restricted stock became vested for tax purposes on January 29, 2016, but remain subject to contractual restrictions and are reported in Table I on this Form 4.
- (9) The reporting person was granted 20,783 shares of restricted stock on November 19, 2015, pursuant to the terms of the Merger Agreement and the Merger. The shares of restricted stock became vested for tax purposes on January 29, 2016, but remain subject to contractual restrictions and are reported in Table I on this Form 4.
- (10) The reporting person was granted 7,772 shares of restricted stock on November 19, 2015, pursuant to the terms of the Merger Agreement and the Merger. The shares of restricted stock became vested for tax purposes on January 29, 2016, but remain subject to contractual restrictions and are reported in Table I on this Form 4.

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- The reporting person was granted 12,154 shares of restricted stock on November 19, 2015, pursuant to the terms of the Merger
- (11) Agreement and the Merger. The shares of restricted stock became vested for tax purposes on January 29, 2016, but remain subject to contractual restrictions and are reported in Table I on this Form 4.
- The reporting person was granted 40,169 shares of restricted stock on November 19, 2015, pursuant to the terms of the Merger
- (12) Agreement and the Merger. The shares of restricted stock became vested for tax purposes on January 29, 2016, but remain subject to contractual restrictions and are reported in Table I on this Form 4.
- (13) The reporting person was granted 100,000 restricted stock units on December 7, 2015 of which one-twelfth of the total amount vests on each three-month anniversary of the date of grant.
- (14) 20,000 options were granted to the Reporting Person on December 7, 2015. One-third of the total amount vests on the first anniversary of the applicable date of grant and one-twelfth on each three-month anniversary thereafter.
- (15) Each share of restricted stock represents one share of Envestnet, Inc. Common Stock that remains subject to restrictions until the award becomes vested for all purposes.
- (16) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- (17) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock

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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