ENVESTNET, INC. Form 4

March 02, 2017 **FORM 4**

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

Expires: January 31, 2005

Section 16. Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Ad- Smith Gregor	*	ing Person *	2. Issuer Name and Ticker or Trading Symbol ENVESTNET, INC. [ENV]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	, 11		
			(Month/Day/Year)	X Director 10% Owner		
35 EAST WA 2400	CKER DRI	VE, SUITE	02/28/2017	Officer (give title Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CHICAGO, I	L 60601		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned		

1.Title of Security		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. 4. Se TransactionAcqu		Securities cquired (A) or		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	,	any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D)		Beneficially Owned	· / -	Beneficial Ownership	
						(A)		Following Reported	(Instr. 4)	(Instr. 4)
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
	Common Stock	02/28/2017		M(5)	1,463	A	\$0	5,413	D	
	Common Stock	02/28/2017		M <u>(6)</u>	221	A	\$0	5,634	D	

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

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SEC 1474

(9-02)

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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. Transactic Code (Instr. 8)	5. Number on 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	Amoun or Number of Shares
Director Stock Option (Right to Buy)	\$ 20.51					02/28/2017(1)	02/28/2026	Common Stock	5,210
Restricted Stock Unit	(2)	02/28/2017		A	221	<u>(3)</u>	02/28/2019	Common Stock	221
Restricted Stock Unit	(2)	02/28/2017		A	1,463	<u>(4)</u>	02/28/2018	Common Stock	1,463

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Smith Gregory A 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601	X						

Signatures

/s/ Shelly O'Brien, by power of attorney for Greg
Smith

03/02/2017

**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).
- 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.
- (2) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock.
- (3) These restricted stock units vest over a 3 year period, one third of the total amount vest on the first anniversary of the date of the grant of restricted stock; and then one-twelfth of the total amount vests on each three-month anniversary.

Reporting Owners 2

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- (4) These restricted stock units vest over a 3 year period, 40% of the total amount vests on the date of the grant of restricted stock; and then 30% of the total amount vests on February 28, 2017 and the remaining 30% vests on February 28, 2018.
- Represents the conversion upon vesting of restricted stock units into common stock. The reporting person was granted 4,876 restricted stock units on February 29, 2016, of which 40% (1,950 shares) subject to the restricted stock units of the grant, vested on February 29, 2016 and 30% (1,463 shares) vested on February 28, 2017. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on March 2, 2016.
- Represents the conversion upon vesting of restricted stock awards into common stock. The reporting person was granted 663 restricted stock units on February 29, 2016 of which one-third of the total amount vests on the first anniversary of the date of the grant of restricted stock; and then one-twelfth of the total amount vests on each three-month anniversary. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on March 2, 2016.
- (7) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.

 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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