ENVESTNET, INC.

Form 4 March 29, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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

Section 16.

Form 4 or
Form 5
obligations

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction

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 Address of Reporting Person ** Crager William			2. Issuer Name and Ticker or Trading Symbol ENVESTNET, INC. [ENV]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(Last) (First) (Mid		3. Date of Earliest Transaction	(encon un apprication)		
35 EAST WAC 2400	CKER DRIV	E, SUITE	(Month/Day/Year) 03/27/2017	Director 10% Owner _X_ Officer (give title Other (specify below) President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CHICAGO, IL	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	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d 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	03/27/2017		M	2,500 (10)	A	\$ 7.5	148,370	D	
Common Stock	03/27/2017		S	2,500 (10)	D	\$ 31.33 (11)	145,870	D	
Common Stock							100	I	By wife

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

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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. Transacti Code (Instr. 8)	Secu Acq (A) (Disp (D)	urities uired or oosed of er. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Set (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title I
Employee Stock Option (Right to Buy)	\$ 7.5	03/27/2017		M		2,500	04/26/2007(1)(9)	04/26/2017	Common Stock
Employee Stock Option (Right to Buy)	\$ 7.5						04/30/2009(1)	04/30/2018	Common Stock
Employee Stock Option (Right to Buy)	\$ 7.15						05/15/2010(1)	05/15/2019	Common Stock
Employee Stock Option (Right to Buy)	\$ 9						07/28/2011(2)	07/28/2020	Common Stock
Employee Stock Option (Right to Buy)	\$ 12.55						02/28/2012(1)	02/28/2021	Common Stock
Employee Stock Option (Right to Buy)	\$ 12.45						02/28/2013(1)	02/28/2022	Common Stock
Employee Stock Option (Right to Buy)	\$ 15.34						02/28/2014(1)	02/28/2023	Common Stock
Employee Stock Option (Right to	\$ 41.84						02/28/2015(1)	02/28/2024	Common Stock

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Employee Stock Option (Right to Buy)	\$ 53.88	02/29/2016(1)	02/28/2025	Common Stock
Employee Stock Option (Right to Buy)	\$ 20.51	02/28/2017(6)	02/28/2026	Common Stock
Restricted Stock Units	<u>(3)</u>	<u>(5)</u>	02/28/2018	Common Stock
Restricted Stock Units	<u>(3)</u>	<u>(7)</u>	02/28/2019	Common Stock
Performance Stock Unit Award	(3)	(8)	05/12/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Crager William							
35 EAST WACKER DRIVE			President				
SUITE 2400			Fiesideiit				
CHICAGO, IL 60601							

Signatures

/s/ Shelly O'Brien, by power of attorney for William
Crager 03/29/2017

**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 in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (3) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (4) Each restricted unit represents the contingent right to receive one share of common stock upon the vesting of the unit.
- The reporting person was granted 7,600 restricted stock units on February 28, 2015. The remaining unvested restricted stock units will continue to vest as to 1/3 of the original number of shares subject to the restricted stock awards on each succeeding February 28th until fully vested.
- (6) This option grant vests over a 3 year period, one-third of the total amount vests on the first anniversary of the applicable date of grant and one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.

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- The reporting person was grated 5,862 restricted stock units on February 29, 2016. These restricted stock units vest over a 3 year period, 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.
 - The Reporting Person will earn a percentage of his performance stock unit award ("Banked Units") based on specific adjusted EBIDTA goals for the relevant performance period. This performance stock unit award vests over a 3 consecutive one-year performance periods,
- (8) with 33.33% of Banked Units vesting following the First Performance Period, 50% of the outstanding Banked Units following the Second Performance Period and 100% of the outstanding Banked Units following the Final Performance Period, as described in the executive's employment agreement dated May 12, 2016 by and between the Company and the Reporting Person.
- (9) A total of 80,000 options were granted on 04/26/2007. 4,852 options were vested and exercisable as of 03/27/2017.
- (10) Option exercise and sale pursuant to a 10b5-1 plan established to allow the exercise and sale of options which will be forfeited if not exercised prior to the April 26, 2017 expiration date.
- (11) The shares reported in column 4 were sold in multiple transactions with a weighted average price of \$31.33 per share.

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.