KOONTZ PAUL G Form 4 May 25, 2011

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.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KOONTZ PAUL G

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

ENVESTNET, INC. [ENV]

(Month/Day/Year)

05/23/2011

_X__ Director 10% Owner _ Other (specify

(Check all applicable)

5. Relationship of Reporting Person(s) to

Officer (give title below)

C/O FOUNDATION CAPITAL, 250

(Street)

MIDDLEFIELD ROAD

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

MENLO PARK, CA 94025

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4)	osed o	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	05/23/2011		J <u>(1)</u>	687,813	D	(1)	0	I	By Foundation Capital Leadership Fund, LP (2)	
Common Stock	05/23/2011		J <u>(3)</u>	18,340	D	(3)	0	I	By Foundation Capital Leadership Principals Fund, LLC (2)	

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Common Stock	05/23/2011	J <u>(1)</u>	9,610	A	(1)	9,610	I	By Paul Koontz 2010 Annuity Trust (4)
Common Stock	05/23/2011	J <u>(5)</u>	9,610	A	<u>(5)</u>	9,610	I	By Andrea Koontz 2010 Annuity Trust (6)
Common Stock						1,448,895	I	By Foundation Capital III, LP (2)
Common Stock						304,342	I	By Foundation Capital III Principals, LLC (2)
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.								
			Persor	ns wh	o resp	ond to the coll	ection of	SEC 1474

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

number.

information contained in this form are not

required to respond unless the form displays a currently valid OMB control

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date	Expiration	m: d	or	
						Exercisable	Date	Title	Number	
				C 1 W	(A) (D)				of	
				Code V	(A) (D)				Shares	

Reporting Owners

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

Reporting Owners 2

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KOONTZ PAUL G C/O FOUNDATION CAPITAL 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025

X

Signatures

/s/ Gail M. Haney, Attorney-in-fact

05/25/2011

**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) In kind distribution. On 5/23/2011, Foundation Capital Leadership Fund, LP distributed 687,813 shares of stock to its Partners through which Mr. Koontz received 9,610 shares indirectly.
 - Paul G. Koontz is a Manager of (a) Foundation Capital Management Co. III, LLC ("FC3M"), which serves as the sole general partner of Foundation Capital III, L.P. ("FC3") and Foundation Capital III Principals, LLC ("FC3P") and (b) FC Leadership Management Co., LLC ("FCLM"), which serves as the sole general partner of Foundation Capital Leadership Fund, L.P. ("FCL") and Foundation Capital
- (2) Leadership Principals Fund, LLC ("FCLP"). FC3M exercises sole voting and investment power over the shares owned by FC3 and FC3P and FCLM exercises sole voting and investment power over the shares owned by FCL and FCLP. As a Manager of FC3M and FCLM, Mr. Koontz may be deemed to share voting and investment power over the shares owned by FC3, FC3P, FCL and FCLP. Mr. Koontz disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein.
- (3) In kind distribution. On 5/23/2011, Foundation Capital Leadership Principals Fund, LLC distributed 18,340 shares of stock to its Partners through which Mr. Koontz received 0 shares indirectly.
- (4) Paul G. Koontz is the trustee of the Paul Koontz 2010 Annuity Trust.
- (5) In kind distribution. On 5/23/2011 Foundation Capital Leadership Fund, LP distributed 687,813 shares of stock to its Partners through which Andrea Koontz, spouse of Paul G. Koontz, recieved 9,610 shares indirectly.
- Andrea Koontz, Spouse of Paul G. Koontz, is the Trustee of the Andrea Koontz 2010 Annuity Trust. Mr. Koontz disclaims beneficial ownership of the reported securities, and this report shall not be deemed in admission that the reporting person is the beneficial owner of such securities for purpose of Section 16 or for any other purpose.

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.

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