

ENVESTNET, INC.  
Form 4/A  
June 16, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Thomas Brandon

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)  
35 EAST WACKER DRIVE, SUITE 2400

3. Date of Earliest Transaction (Month/Day/Year)  
06/11/2015

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

Chief Investment Officer

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
06/15/2015

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CHICAGO, IL 60601

(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. 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 or (D) Price			
Common Stock	06/11/2015		M	2,200 (2) A \$ 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	

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

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 5					11/14/2006 <sup>(8)</sup> 11/14/2015	Common Stock	32
Employee Stock Option (Right to Buy)	\$ 7.5	06/11/2015		M	\$ 2,200	11/14/2006 <sup>(1)(8)</sup> 11/14/2015	Common Stock	30
Employee Stock Option	\$ 7.5	06/12/2015		M	\$ 15,000	11/14/2006 <sup>(1)(8)</sup> 11/14/2015	Common Stock	15

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

Buy)

Employee  
Stock

Option \$ 53.88  
(Right to  
Buy)

02/29/2016<sup>(9)</sup> 02/28/2025 Common  
Stock

Restricted  
Stock  
Award

(11)

02/29/2016<sup>(13)</sup> 02/28/2016 Common  
Stock

Restricted  
Stock  
Award

(11)

02/29/2016<sup>(13)</sup> 02/28/2017 Common  
Stock

Restricted  
Stock  
Award

(11)

02/29/2016<sup>(13)</sup> 02/28/2018 Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomas Brandon 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601			Chief Investment Officer	

## Signatures

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

06/15/2015

\_\_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) 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.
- (5) 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.

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