

ENVESTNET, INC.  
Form 4  
September 30, 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

(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)  
09/29/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Investment Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	09/29/2015		M	12,142 (2) A \$ 5	237,196	D	
Common Stock	09/29/2015		S	2,363 (2) D \$ 29.9 (3)	234,833	D	
Common Stock	09/29/2015		S	4,412 (2) D \$ 30.07 (3)	230,421	D	
Common Stock					13,938	I	See footnote (4)

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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	09/29/2015		M	12,142	11/14/2006 <sup>(1)(5)</sup> 11/14/2015	Common Stock	12
Employee Stock Option (Right to Buy)	\$ 7.5					04/26/2007 <sup>(5)</sup> 04/26/2017	Common Stock	12
Employee Stock Option (Right to Buy)	\$ 7.5					04/30/2009 <sup>(5)</sup> 04/30/2018	Common Stock	9
Employee Stock Option (Right to Buy)	\$ 7.15					<sup>(6)</sup> 04/30/2018	Common Stock	6
Employee Stock Option (Right to Buy)	\$ 9					07/28/2011 02/28/2020	Common Stock	62
Employee Stock Option	\$ 12.55					02/28/2012 <sup>(5)</sup> 02/28/2021	Common Stock	10

(Right to Buy)					
Employee Stock Option (Right to Buy)	\$ 12.45		02/28/2013 <sup>(5)</sup>	02/28/2022	Common Stock 7
Employee Stock Option (Right to Buy)	\$ 15.34		02/28/2014 <sup>(5)</sup>	02/28/2023	Common Stock 8
Employee Stock Option (Right to Buy)	\$ 41.84		02/28/2015 <sup>(5)</sup>	02/28/2024	Common Stock 6
Employee Stock Option (Right to Buy)	\$ 53.88		02/29/2016 <sup>(7)</sup>	02/28/2025	Common Stock 4
Restricted Stock Award	(8)		02/29/2016 <sup>(10)</sup>	02/28/2016	Common Stock 1
Restricted Stock Award	(8)		02/29/2016 <sup>(10)</sup>	02/28/2017	Common Stock 2
Restricted Stock Award	(8)		02/29/2016 <sup>(10)</sup>	02/28/2018	Common Stock 3

## 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

09/30/2015

\_\_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 32,500 options were granted on 11/14/2005. 12,142 options were vested and exercisable as of 9/29/2015.
- (2) Open market exercise of an Envestnet, Inc. stock option by means of a cashless-sell-to-cover method (selling enough shares to cover option share purchase price, fee and taxes, then retaining the remaining shares).
- (3) The prices reported in column 4 are weighted average prices. 2,363 shares were sold in multiple transactions at prices ranging from \$29.85 to \$29.93, inclusive and 4,412 shares were sold in multiple transactions at prices ranging from \$30.00 to \$30.21 inclusive.
- (4) Represents shares held by a trust in which Mr. Thomas is the trustee.
- (5) 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.
- (6) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (7) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (8) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (9) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.
- (10) This restricted stock award vests in three installments beginning on the first anniversary of the date of the grant of restricted stock.

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