ENVESTNET, INC. Form 4 March 02, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person * FOX JAMES L

(First)

(Street)

2. Issuer Name and Ticker or Trading

Symbol

ENVESTNET, INC. [ENV]

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

35 EAST WACKER DRIVE, SUITE 02/29/2016 2400

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director 10% Owner Other (specify Officer (give title

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

CHICAGO, IL 60601

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Month/Day/Year)

TransactionAcquired (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4)

(D) Price Amount

Code V

Common 02/29/2016 $M^{(6)}$ Stock

\$0 1,950 1,950 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)

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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. NumborDerivative Securities Acquirect Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of Sha
Director Stock Option (Right to Buy)	\$ 20.51	02/29/2016		A	5,210 (2)		02/28/2017(1)	02/28/2026	Common Stock	5,
Restricted Stock Uni	(3)	02/29/2016		A	663		<u>(4)</u>	02/28/2019	Common Stock	6
Restricted Stock Uni	(3)	02/29/2016		A	4,876		(5)	02/28/2018	Common Stock	4,
Restricted Stock Uni	(3)	02/29/2016		M		1,950	<u>(7)</u>	02/28/2019	Common Stock	1,

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
FOX JAMES L 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601	X						

Signatures

/s/ Shelly O'Brien, by power of attorney for James Fox 03/02/2016

**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) 5,210 options were granted to the Reporting Person on February 29, 2016.
- (3) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock.
- (4) This restricted stock unit vests 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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- (5) This restricted stock unit vests 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 unit into common stock. The reporting person was granted 4,876 restricted (6) 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.
 - 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. The common stock into which such vested restricted stock units converted on
- February 29, 2016 is reported in Table I on this Form 4. The remaining unvested restricted stock units will continue to vest as to 30% of the total amount on February 28, 2017 and the remaining 30% of the total amount will continue to vest on February 28, 2018.
- (8) Each restricted stock unit 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. 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.