

ENVESTNET, INC.
Form 4
March 06, 2014

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. 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 *
Sisteron Yves

(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)
03/04/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/04/2014		J ⁽¹⁾	106,642 D	\$ 0 <u>(1)</u> 0	I	By Upfront II Partners, L.P. ⁽²⁾
Common Stock					1,156,267 ⁽¹⁾	I	By Upfront GP II, L.P. ⁽²⁾
Common Stock					12,000	D	

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

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(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sisteron Yves 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601	X			

Signatures

/s/ Shelly O'Brien, by power of attorney for Yves Sisteron 03/06/2014

__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).

On March 4, 2014, Upfront II Partners, L.P. distributed all of the shares held by it to its partners without the payment of any consideration. 106,217 shares were distributed to its limited partners, and 425 shares were distributed to its general partner, Upfront GP II, L.P., in a transaction exempt from Section 16 under Rule 16a-13 under the Securities Exchange Act of 1934. As a result of this distribution, the number of shares owned by Upfront GP II, L.P. has increased to 1,156,267 from 1,155,842 shares reflected on the prior Form 4 filed by the Reporting Person on October 15, 2013.

Upfront GP II, L.P. is the general partner of Upfront II Partners, L.P. GRP Management Services Corp. is the general partner of Upfront GP II, L.P. Mr. Sisteron is an officer and shareholder of GRP Management Services Corp. Mr. Sisteron is a member of the investment committee of Upfront II Partners, L.P. While Mr. Sisteron may be deemed to possess indirect beneficial ownership of the shares owned by Upfront GP II, L.P. and Upfront II Partners, L.P., he does not have sole voting or investment power with respect to such shares, and disclaims beneficial ownership of any and all such shares except to the extent of his pecuniary interests therein.

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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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