

ENVESTNET, INC.

Form 4

March 02, 2016

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

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

## OMB APPROVAL

OMB  
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(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)  
02/29/2016

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      | By Rodeo<br>Alpine<br>LLC                                         |
|                                       |                                         |                                                             | Code V Amount                           | Price                                                                      | 74,194                                                                                                             | I                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      | By<br>Shadow<br>Hill LLC                                          |
|                                       |                                         |                                                             | Code V Amount                           | Price                                                                      | 56,397                                                                                                             | I                                                                    |                                                                   |

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

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SEC 1474  
(9-02)

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**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) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title        | Amount or Number of Shares |
| Director Stock Option (Right to Buy)       | \$ 12.55                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | 02/28/2012 <sup>(1)</sup>                                     | 02/28/2021      | Common Stock | 2,990                      |
| Director Stock Option (Right to Buy)       | \$ 12.45                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | 02/28/2013 <sup>(1)</sup>                                     | 02/28/2022      | Common Stock | 6,495                      |
| Director Stock Option (Right to Buy)       | \$ 15.34                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | 02/28/2014 <sup>(1)</sup>                                     | 02/28/2023      | Common Stock | 8,837                      |
| Director Stock Option (Right to Buy)       | \$ 41.84                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | 02/28/2015 <sup>(1)</sup>                                     | 02/28/2024      | Common Stock | 4,183                      |
| Director Stock Option (Right to Buy)       | \$ 55.29                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | 02/28/2016 <sup>(1)</sup>                                     | 02/28/2025      | Common Stock | 2,913                      |
| Director Stock Option (Right to Buy)       | \$ 20.51                                               | 02/29/2016                           |                                                    | A                              |                                                                                         | 5,749 <sup>(2)</sup>                                     |     | 02/28/2017 <sup>(1)</sup>                                     | 02/28/2026      | Common Stock | 5,749                      |
| Restricted Stock Unit                      | <sup>(3)</sup>                                         | 02/29/2016                           |                                                    | A                              |                                                                                         | 580                                                      |     | <sup>(4)</sup>                                                | 02/28/2019      | Common Stock | 580                        |

## Reporting Owners

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

## Signatures

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

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).

- (1) 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) 5,749 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.

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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