

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 *
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)
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
__X__ Officer (give title ____ Other (specify
below) 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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock					232,810	D	
Common Stock					13,938	I	See footnote ⁽¹⁾

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

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information contained in this form are not
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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
Employee Stock Option (Right to Buy)	\$ 9							07/28/2011 ⁽²⁾	02/28/2020	Common Stock	62,000
Employee Stock Option (Right to Buy)	\$ 12.55							02/28/2012 ⁽²⁾	02/28/2021	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 12.45							02/28/2013 ⁽²⁾	02/28/2022	Common Stock	7,647
Employee Stock Option (Right to Buy)	\$ 15.34							02/28/2014 ⁽²⁾	02/28/2023	Common Stock	8,000
Employee Stock Option (Right to Buy)	\$ 41.84							02/28/2015 ⁽²⁾	02/28/2024	Common Stock	6,200
Employee Stock Option (Right to Buy)	\$ 53.88							02/29/2016 ⁽³⁾	02/28/2025	Common Stock	4,800
Employee Stock Option	\$ 20.51	02/29/2016		A		2,464		02/28/2017 ⁽⁸⁾	02/28/2026	Common Stock	2,464

(Right to
Buy)

Restricted Stock Unit	<u>(4)</u>				<u>(6)</u>	02/28/2017	Common Stock	1,334 <u>(5)</u>
Restricted Stock Unit	<u>(4)</u>				<u>(7)</u>	02/28/2018	Common Stock	1,066 <u>(5)</u>
Restricted Stock Unit	<u>(4)</u>	02/29/2016	A	2,464	<u>(9)</u>	02/28/2019	Common Stock	2,464

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

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) Represents shares held by a trust in which Mr. Thomas is the trustee.
- (2) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (3) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (4) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (5) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- (6) The reporting person was granted 4,600 restricted stock units on February 28, 2014, of which 1/3 of the shares subject to the restricted stock unit of each grant vested on February 28, 2016. The remaining unvested restricted stock units will continue to vest as to 1/3 of the original number of shares subject to the restricted stock units on each succeeding February 28th until fully vested.
- (7) The reporting person was granted 3,200 restricted stock units on February 28, 2015, of which 1/3 of the shares subject to the restricted stock unit of each grant vested on February 28, 2016. The remaining unvested restricted stock units will continue to vest as to 1/3 of the original number of shares subject to the restricted stock units on each succeeding February 28th until fully vested.
- (8) This option grant vests over a 3 year period, one-third of the total amount vests on the first anniversary of the applicable date of grant and one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.
- (9) This restricted stock unit vests over a 3 year period, with one-twelfth of the total amount vesting on each three-month anniversary of the date of grant.

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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