

ENVESTNET, INC.

Form 5

February 14, 2017

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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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1. Name and Address of Reporting Person *

Mayer Joshua

(Last)

(First)

(Middle)

35 EAST WACKER
DRIVE,, SUITE 2400

(Street)

2. Issuer Name and Ticker or Trading
Symbol

ENVESTNET, INC. [ENV]

3. Statement for Issuer's Fiscal Year Ended

(Month/Day/Year)

12/31/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Operating Officer

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

6. Individual or Joint/Group Reporting

(check applicable line)

CHICAGO, IL 60601

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City)

(State)

(Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	11/03/2016	Â	M4 ⁽¹⁾	3,750	A	\$ 0	5,988	D	Â
Common Stock	11/03/2016	Â	F4	1,144 ⁽²⁾	D	\$ 0	4,844	D	Â
Common Stock	02/02/2017	Â	M4 ⁽³⁾	3,750	A	\$ 0	8,594	D	Â
Common Stock	02/02/2017	Â	F4	1,298 ⁽⁴⁾	D	\$ 0	7,296	D	Â

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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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Award	Â	11/03/2016	Â	M4	Â 3,750	Â (6) 08/02/2019	Common Stock 3,750
Restricted Stock Award	Â	02/02/2017	Â	M4	Â 3,750	Â (6) 08/02/2019	Common Stock 3,750

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mayer Joshua 35 EAST WACKER DRIVE, SUITE 2400 CHICAGO, IL 60601	Â Â Â Chief Operating Officer Â

Signatures

/s/ Shelly O'Brien by power of attorney for Joshua Mayer

02/14/2017

**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).

Represents the restricted shares of Envestnet, Inc. common stock that became vested for tax purposes effective November 3, 2016 (the "November Vested Restricted Shares"). The reporting person was granted 45,000 restricted stock units on August 2, 2016 of which

(1) one-twelfth of the total amount vested on November 3, 2016. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on August 4, 2016. Due to the Company's conversion to a third party stock administrator, such vesting was not immediately reported to the Company until February 13, 2017.

(2)

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The reporting person is reporting the withholding by Envestnet, Inc. of 1,144 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the vesting for tax purposes of the November Vested Restricted Shares to the reporting person on November 3, 2016.

Represents the restricted shares of Envestnet, Inc. common stock that became vested for tax purposes effective February 2, 2017 (the "February Vested Restricted Shares"). The reporting person was granted 45,000 restricted stock units on August 2, 2016 of which

(3) one-twelfth of the total amount vested on February 2, 2017. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on August 4, 2016. Due to the Company's conversion to a third party stock administrator, such vesting was not immediately reported to the Company until February 13, 2017.

The reporting person is reporting the withholding by Envestnet, Inc. of 1,298 shares of common stock to satisfy the reporting person's tax

(4) withholding obligations in connection with the vesting for tax purposes of the February Vested Restricted Shares to the reporting person on February 2, 2017.

(5) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock.

(6) 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 provided 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.