

ENVESTNET, INC.

Form 4

March 30, 2017

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 *
Roame Charles

(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)
03/28/2017

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	03/28/2017		P		276	A \$ 31.25	276	D	
Common Stock	03/28/2017		G		276	D \$ 0	8,952	I	See Footnote <u>(1)</u>
Common Stock							3,146	I	By Tiburon Strategic Advisors, LLC ⁽⁸⁾

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

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SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 12.45							02/28/2013 ⁽²⁾	02/28/2022	Common Stock	2,334
Director Stock Option (Right to Buy)	\$ 15.34							02/28/2014 ⁽²⁾	02/28/2023	Common Stock	8,116
Director Stock Option (Right to Buy)	\$ 41.84							02/28/2015 ⁽²⁾	02/28/2024	Common Stock	3,506
Director Stock Option (Right to Buy)	\$ 55.29							02/28/2016 ⁽²⁾	02/28/2025	Common Stock	2,913
Director Stock Option (Right to Buy)	\$ 20.51							02/28/2017 ⁽²⁾	02/28/2026	Common Stock	5,655
Director Stock Option	\$ 31.7	03/28/2017		A		2,416		03/28/2018 ⁽³⁾	03/28/2027	Common Stock	2,416

(Right to
Buy)Restricted
Stock
Units

(4)

(6)

02/28/2019

Common
Stock

428 (5)

Restricted
Stock
Units

(4)

(7)

02/28/2018

Common
Stock1,463
(5)Restricted
Stock
Units

(4)

03/28/2017

A

2,208

(5)

03/28/2020

Common
Stock2,208
(5)

Reporting Owners

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

Signatures

/s/ Shelly O'Brien, by power of attorney for Charles
Roame

03/30/2017

**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).

- (1) Represents shares held by a trust in which Mr. Roame is the trustee.
- (2) 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.
- (3) This option grants vests over a 3-year period, one-third of the total amount vests on the first applicable date of grant and one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.
- (4) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock.
- (5) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.
- (6) This restricted stock award vests over a 3 year period, one third of the total amount vests 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.
- (7) This restricted stock award 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.
- (8) Mr. Roame is Managing Partner of Tiburon Strategic Advisors, LLC ("Tiburon"). As Managing Partner of Tiburon, Mr. Roame may be deemed to have voting and investment power over the shares owned by Tiburon. Mr. Roame disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein.

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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