

Mayer Joshua
Form 4
December 27, 2017

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 *
Mayer Joshua

(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)
12/22/2017

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)

Chief Operating Officer

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) | Price | | |
| Common Stock | 12/22/2017 | | M ⁽¹⁾ | 800 | A \$ 7.15 | 51,207 | D |
| Common Stock | 12/22/2017 | | S ⁽¹⁾ | 800 | D \$ 52.2 | 50,407 | D |
| Common Stock | 12/22/2017 | | M ⁽¹⁾ | 20,000 | A \$ 9 | 70,407 | D |
| Common Stock | 12/22/2017 | | S ⁽¹⁾ | 20,000 | D \$ 52.07 | 50,407 | D |
| Common Stock | 12/22/2017 | | M ⁽¹⁾ | 10,000 | A \$ 12.55 | 60,407 | D |

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| | | | | | | | | |
|--------------|------------|------------------|--------|---|--------------------|--------|---|---------|
| Common Stock | 12/22/2017 | S ⁽¹⁾ | 10,000 | D | \$ 52.04 (3) | 50,407 | D | |
| Common Stock | | | | | | 42 | I | By Wife |

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

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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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 7.15 | 12/22/2017 | | M | 800 | 05/15/2010 ⁽⁴⁾ 05/15/2019 | Common Stock | 800 | |
| Employee Stock Option (Right to Buy) | \$ 9 | 12/22/2017 | | M | 20,000 | 07/28/2011 ⁽⁵⁾ 07/28/2020 | Common Stock | 20,000 | |
| Employee Stock Option (Right to Buy) | \$ 12.55 | 12/22/2017 | | M | 10,000 | 02/28/2012 ⁽⁴⁾ 02/28/2021 | Common Stock | 10,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| | Chief Operating Officer |

Mayer Joshua
35 EAST WACKER DRIVE
SUITE 2400
CHICAGO, IL 60601

Signatures

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

12/27/2017

__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) Reflects the cashless exercise of stock options which were granted pursuant to Rule 16b-3.
- (2) The Common Shares reported herein as being sold were sold at a range of between \$52.000 and \$52.175 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.
- (3) The Common Shares reported herein as being sold were sold at a range of between \$52.000 and \$52.150 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.
- (4) Original option grant vested in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (5) Original option grant vested in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.

Note: File three copies of this Form, one of which must be manually signed. If space 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.