

ENVESTNET, INC.  
Form 4  
June 23, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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)  
06/19/2015

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 Investment 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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	06/19/2015		M	20,358 (2) A \$ 5	245,412	D	
Common Stock	06/19/2015		S	20,358 (2) D \$ 42.26 (3)	225,054	D	
Common Stock					13,938	I	See footnote (4)

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

**Persons who respond to the collection of information contained in this form are not**

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 Security (Instr. 3 and 4)	Amount or Number of Underlying Securities	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 5	06/19/2015		M	20,358	11/14/2006 <sup>(1)(5)</sup>	11/14/2015	Common Stock	32
Employee Stock Option (Right to Buy)	\$ 7.5					04/26/2007 <sup>(5)</sup>	04/26/2017	Common Stock	12
Employee Stock Option (Right to Buy)	\$ 7.5					04/30/2009 <sup>(5)</sup>	04/30/2018	Common Stock	9
Employee Stock Option (Right to Buy)	\$ 7.15					<sup>(6)</sup>	04/30/2018	Common Stock	6
Employee Stock Option (Right to Buy)	\$ 9					07/28/2011 <sup>(5)</sup>	02/28/2020	Common Stock	62
Employee Stock Option (Right to Buy)	\$ 12.55					02/28/2012 <sup>(5)</sup>	02/28/2021	Common Stock	10



## 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) A total of 32,500 options were granted on 11/14/2005. 32,500 options were vested and exercisable as of 6/19/2015.
- (2) Open market option exercise and sale.
- (3) The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$42.00 to \$42.50, inclusive.
- (4) Represents shares held by a trust in which Mr. Thomas is the trustee.
- (5) Original option grant vests in four installments beginning on the first date of grant and thereafter on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (6) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (7) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (8) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (9) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.
- (10) This restricted stock award vests in three installments beginning on the first anniversary of the date of the grant of restricted stock.

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.