

O'Brien Shelly
Form 4
October 31, 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 *
O'Brien Shelly

(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)
10/27/2017

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 Legal 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 Ownership (Instr. 4)
Common Stock	10/27/2017		S ⁽⁸⁾	3,000	D	53.48	10,292

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
required to respond unless the form
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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)

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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 ⁽¹⁾	07/28/2020	Common Stock	18,366
Employee Stock Option (Right to Buy)	\$ 12.55					02/28/2012 ⁽¹⁾	02/28/2021	Common Stock	3,333
Employee Stock Option (Right to Buy)	\$ 12.45					02/28/2013 ⁽¹⁾	02/28/2022	Common Stock	3,399
Employee Stock Option (Right to Buy)	\$ 15.34					02/28/2014 ⁽¹⁾	02/28/2023	Common Stock	7,150
Employee Stock Option (Right to Buy)	\$ 41.84					02/28/2015 ⁽¹⁾	02/28/2024	Common Stock	5,500
Employee Stock Option (Right to Buy)	\$ 53.88					02/29/2016 ⁽¹⁾	02/27/2025	Common Stock	4,800
Employee Stock Option (Right to	\$ 20.51					02/28/2017 ⁽²⁾	02/28/2026	Common Stock	2,464

Buy)

Employee
StockOption \$ 31.7
(Right to
Buy)03/28/2018⁽²⁾ 03/28/2027 Common
Stock 1,667Restricted
Stock
Units

(3)

(5)

02/28/2018

Common
Stock 1,067
(4)Restricted
Stock
Units

(3)

(6)

02/28/2019

Common
Stock 1,233
(4)Restricted
Stock
Units

(3)

(7)

08/02/2019

Common
Stock 16,668
(4)Restricted
Stock
Units

(3)

(6)

03/28/2020

Common
Stock 5,000
(4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Brien Shelly 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601			Chief Legal Officer	

Signatures

/s/ Shelly
O'Brien 10/31/2017**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) This option grant vests over a 3 year period; one-third of the total amount vests on each anniversary of the date of grant.
- (2) This option grant vests over a 3 year period; one-third of the total amount vests on the first anniversary of the date of grant and one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.
- (3) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock.
- (4) Each restricted stock unit represents the contingent right to receive one share of common stock upon the vesting of the unit.
- (5) These restricted stock units vest over a 3-year period; one-third of the total amount vests on each anniversary of the date of grant.
- (6) These restricted stock units vest 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 units and then one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.

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- (7) These restricted stock units vest over a 3-year period; one-twelfth of the total amount vests on each three-month anniversary of the date of grant.
- (8) Sale pursuant to 10b5-1 Plan.
- (9) The Common Shares reported herein as being sold were sold at a range of between \$53.45 and \$53.60 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.

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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