

ENVESTNET, INC.
Form 8-K
April 12, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant To Section 13 or 15 (d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) April 11, 2013

ENVESTNET, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction)

001-34835
(State or other jurisdiction)

20-1409613
(I.R.S. Employer

of Incorporation Identification No.)

Edgar Filing: ENVESTNET, INC. - Form 8-K

35 East Wacker Drive, Suite 2400

Chicago, Illinois
(Address of principal executive offices)

Registrant's telephone number, including area code: (312) 827-2800

60601
(Zip Code)

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

On April 12, 2013, Envestnet, Inc. (Envestnet) announced that it had entered into an asset purchase agreement (the Agreement), dated April 11, 2013, with Prudential Investments LLC (Prudential), a subsidiary of Prudential Financial, Inc. pursuant to which Envestnet will acquire (the Acquisition) substantially all of the assets of Prudential 's Wealth Management Solutions (WMS) division.

Under the terms of the Agreement, Envestnet has agreed to pay \$10 million in cash upon closing plus contingent consideration of up to \$23 million in cash to be paid over three years. Envestnet will fund the Acquisition with available cash.

The Acquisition is subject to customary closing conditions, including customer consents, and is expected to be completed by early third quarter 2013.

The Agreement contains customary representations and warranties. The representations and warranties contained in the Agreement will generally survive for two years from the date of closing. Pursuant to the Agreement, following the consummation of the Acquisition, Envestnet is entitled to indemnification for, among other things, breaches of representations and warranties subject to a deductible and an aggregate cap.

The Agreement also contains customary covenants and agreements, including, among other things, with respect to the operation of the business of WMS between the signing of the Agreement and the closing of the Acquisition.

Either Envestnet or Prudential may terminate the Agreement if the closing does not occur by September 30, 2013.

The foregoing summary of the Agreement and the Acquisition does not purport to be a complete description and is subject to, and qualified in its entirety by, the full text of the Agreement, a copy of which will be filed as an exhibit to a future periodic report to be filed by Envestnet under the Securities Exchange Act of 1934, as amended.

Item 7.01. Regulation FD Disclosure.

On April 12, 2013, Envestnet issued a press release announcing the execution of the Agreement referred to in Item 1.01 above. A copy of the press release is attached as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

10.1 Press release dated April 12, 2013

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ENVESTNET, INC.

By: /s/ Peter D Arrigo
Name: Peter D Arrigo

Title: Chief Financial Officer

Date: April 12, 2013