

ENVESTNET, INC.  
Form 4/A  
June 16, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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

2. Issuer Name and Ticker or Trading Symbol  
ENVESTNET, INC. [ENV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
35 EAST WACKER DRIVE, SUITE 2400

3. Date of Earliest Transaction (Month/Day/Year)  
06/11/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Chief Investment Officer

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
06/15/2015

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CHICAGO, IL 60601

(City) (State) (Zip)

**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 or (D) Price			
Common Stock	06/11/2015		M	2,200 (2) A \$ 7.5	227,254	D	
Common Stock	06/11/2015		S	2,200 (2) D \$ 43.91 (3)	225,054	D	
Common Stock	06/12/2015		M	15,000 (2) A \$ 7.5	240,054	D	
Common Stock	06/12/2015		S	15,000 (2) D \$ 43.17 (4)	225,054	D	
	06/15/2015		M	A \$ 7.5	232,314	D	

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Common Stock				7,260 <u>(2)</u>				
Common Stock	06/15/2015	S		7,260 <u>(2)</u>	D	\$ 42.82 <u>(5)</u>	225,054	D
Common Stock	06/15/2015	M		8,040 <u>(2)</u>	A	\$ 7.5	233,094	D
Common Stock	06/15/2015	S		8,040 <u>(2)</u>	D	\$ 43.08 <u>(6)</u>	225,054	D
Common Stock							13,938	I
								See footnote <u>(7)</u>

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

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(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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Employee Stock Option (Right to Buy)	\$ 5					11/14/2006 <sup>(8)</sup>	11/14/2015	Common Stock	32
Employee Stock Option (Right to Buy)	\$ 7.5	06/11/2015		M	\$ 2,200	11/14/2006 <sup>(1)(8)</sup>	11/14/2015	Common Stock	30
Employee Stock Option	\$ 7.5	06/12/2015		M	\$ 15,000	11/14/2006 <sup>(1)(8)</sup>	11/14/2015	Common Stock	15

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(Right to Buy)									
Employee Stock Option (Right to Buy)	\$ 7.5	06/15/2015	M	\$ 15,300	11/14/2006 <sup>(1)(8)</sup>	11/14/2015	Common Stock		
Employee Stock Option (Right to Buy)	\$ 7.5				04/26/2007 <sup>(8)</sup>	04/26/2017	Common Stock	12	
Employee Stock Option (Right to Buy)	\$ 7.5				04/30/2009 <sup>(8)</sup>	04/30/2018	Common Stock	9	
Employee Stock Option (Right to Buy)	\$ 7.15				05/15/2010 <sup>(10)</sup>	05/15/2019	Common Stock	6	
Employee Stock Option (Right to Buy)	\$ 9				07/28/2011 <sup>(8)</sup>	02/28/2020	Common Stock	62	
Employee Stock Option (Right to Buy)	\$ 12.55				02/28/2012 <sup>(8)</sup>	02/28/2021	Common Stock	10	
Employee Stock Option (Right to Buy)	\$ 12.45				02/28/2013 <sup>(8)</sup>	02/28/2022	Common Stock	7	
Employee Stock Option (Right to Buy)	\$ 15.34				02/28/2014 <sup>(8)</sup>	02/28/2023	Common Stock	8	
Employee Stock Option (Right to Buy)	\$ 41.84				02/28/2015 <sup>(8)</sup>	02/28/2024	Common Stock	6	



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- (8) 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.
- (9) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (10) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (11) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (12) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.
- (13) 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.

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