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CROWELL GAYLE A

Form 4

September 05, 2017

FORM 4

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

OMB

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations

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

burden hours per response...

Estimated average

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * CROWELL GAYLE A			ssuer Name and Ticker ool 'ESTNET, INC. [F	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	Middle) 3. Da	te of Earliest Transacti	on	(Clie	ck an applicable	,
35 EAST 2400	WACKER DRIVE,	•	th/Day/Year) 1/2017		_X_ Director Officer (give below)		Owner er (specify
	(Street)		Amendment, Date Orig	nal	6. Individual or J	oint/Group Filin	g(Check
CHICAG	O, IL 60601	Filed	(Month/Day/Year)		Applicable Line) _X_ Form filed by Form filed by Person	One Reporting Pe More than One Re	
(City)	(State)	(Zip)	Table I - Non-Derivati	ve Securities Ac	quired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	, if Transaction(A) or Code (Instr	3, 4 and 5) (A) or	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)
Common Stock	09/01/2017		S <u>(7)</u> 746	D \$ 44.45	6,022	I	By trust (6)
Common					901	D	

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. Transactic Code (Instr. 8)	5. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 31.7					03/28/2018(1)	03/28/2027	Common Stock	1,745
Restricted Stock Units	<u>(2)</u>					(3)	04/26/2019	Common Stock	1,602 (5)
Restricted Stock Units	(2)					<u>(4)</u>	03/28/2020	Common Stock	1,595 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships				
1	Director	10% Owner	Officer	Other	
CROWELL GAYLE A 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601	X				

Signatures

/s/ Shelly O'Brien, by power of attorney for Gayle A.
Crowell 09/05/2017

**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)

Reporting Owners 2

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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.

- (2) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock.
- (3) These restricted stock units vest as follows: 25% of the total amount vested on the date of the grant of restricted stock units and then 25% on each of the first three anniversaries of the grant date.
- 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.
- (5) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- (6) The shares are held directly by a trust of which the reporting person is a trustee and beneficial owner.
- (7) Sale pursuant to 10b5-1 Plan.

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.